MINNEAPOLIS CITY COUNCIL OFFICIAL PROCEEDINGS

REGULAR MEETING OF NOVEMBER 5, 2010

(Published November 13, 2010, in Finance and Commerce)

Council Chamber Room 317 City Hall 350 South 5th Street Minneapolis, Minnesota November 5, 2010 - 9:30 a.m.

Council President Johnson in the Chair.

Present - Council Members Hodges, Samuels, Gordon, Reich, Hofstede, Schiff, Lilligren, Colvin Roy, Tuthill, Quincy, Glidden, Goodman, President Johnson.

Lilligren moved adoption of the agenda. Seconded.

Schiff moved to amend the agenda to include under "New Business" a notice of intent to introduce at the next regular meeting of the City Council the subject matter of ordinance amending Title 11, Chapter 226 of the Minneapolis Code of Ordinances relating to Health and Sanitation: Graffiti Nuisance Property (amending the definition of graffiti). Seconded.

Adopted upon a voice vote.

The agenda, as amended, was adopted upon a voice vote 11/5/2010.

Lilligren moved acceptance of the minutes of the regular meeting of October 22, 2010. Seconded. Adopted upon a voice vote 11/5/2010.

Lilligren moved referral of petitions and communications and reports of the City officers to the proper Council committees and departments. Seconded.

Adopted upon a voice vote 11/5/2010.

PETITIONS AND COMMUNICATIONS

CLAIMS (See Rep):

RISK MANAGEMENT (274568)

Claims: a) Appeals of decision of Staff Claims Committee; and b) Tort Claims Summary Report.

COMMUNITY DEVELOPMENT (See Rep):

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (274569)

Land Sales:

1829 Newton Ave N;

3347 Lyndale Ave N;

2047 3rd Ave N;

401 Newton Ave N.

Old Third Avenue Townhomes Project (929 Third Ave NE): Authorize second extension of development rights & financial assistance provided to Twin Cities Habitat for Humanity, Inc.

2011 Low Income Housing Tax Credits: Preliminary reserve for four projects.

COMMUNITY DEVELOPMENT and WAYS & MEANS/BUDGET (See Rep):

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (274570)

Bond Issuance:

Open Access Technology International, Inc (3660 Technology Dr): Final approval;

Riverside Plaza (1525 S 4th St): Final approval.

PUBLIC SAFETY AND HEALTH:

ATTORNEY (274571)

Domestic Violence: Update report regarding City of Minneapolis' Pledge to Reduce Domestic Violence.

HEALTH AND FAMILY SUPPORT SERVICES (274572)

Public Health Advisory Committee: Annual Report.

PUBLIC SAFETY AND HEALTH and WAYS & MEANS/BUDGET (See Rep):

POLICE DEPARTMENT (274573)

HEAT Traffic Enforcement Program: Accept \$17,380 and execute agreement with Minnesota State Patrol to pay overtime to Traffic Unit officers to increase enforcement targeting pre-selected traffic problem areas; and Approve appropriation.

2011 Safe and Sober Grant: Accept \$65,500 and execute agreement with Minnesota Department of Public Safety to pay overtime to Traffic Unit officers to increase enforcement targeting impaired drivers, juvenile and young adult violators, speed violations and other enforcement to reduce accidents and increase driver safety; and Approve appropriation.

REGULATORY SERVICES (274574)

Bid for Self Contained Breathing Apparatus Parts: OP #7355, accept bid of Metro Fire to furnish and deliver self contained breathing apparatus parts.

REGULATORY, ENERGY AND ENVIRONMENT (See Rep):

LICENSES AND CONSUMER SERVICES (274575)

Licenses: Applications.

LICENSES AND CONSUMER SERVICES (274576)

University of St. Thomas (1000 LaSalle Av): Grant On-Sale Liquor Class B with Sunday Sales License.

Falls Liquor (4604 Minnehaha Av): Grant Off-Sale Liquor License, subject to conditions.

Ken and Norm's Liquor (4801 Chicago Av): Approve Business License Operating Conditions relating to Off-Sale Liquor License.

French Meadow Bakery and Cafe (2610 Lyndale Av S): Approve License Settlement Conference recommendations relating to On-Sale Wine Class E with Strong Beer License.

Downtown Tobacco (428 Hennepin Av): Approve License Settlement Conference recommendations relating to Tobacco and Confectionery Licenses.

REGULATORY SERVICES (274577)

Property at 1720 W Broadway: Authorize demolition of structure.

REGULATORY SERVICES (274578)

Rental Dwelling License at 1073 26th Av SE: Revoke license held by Joseph and Sari Dominques.

REGULATORY SERVICES (274579)

Rental Dwelling License at 1320 16th Av N: Revoke license held by Glen Ford.

REGULATORY SERVICES (274580)

Rental Dwelling License at 3205 3rd Av S: Revoke license held by Osman Dirie.

REGULATORY SERVICES (274581)

Rental Dwelling License at 3605 4th Av S: Revoke license held by Jason M. Quick.

REGULATORY, ENERGY AND ENVIRONMENT and WAYS & MEANS/BUDGET (See Rep):

REGULATORY SERVICES (274582)

Healthy Homes Production Grant: Submit grant application to United States Department of Housing and Urban Development (HUD) seeking up to \$1 million to reduce environmental hazards related to children's health and resolve problematic deficiencies in housing for the elderly.

TRANSPORTATION AND PUBLIC WORKS:

CENTERPOINT ENERGY (274583)

Utility Pole Installations: a) 17 25th St W; and b) 2906 46th Ave S.

TRANSPORTATION AND PUBLIC WORKS (See Rep):

PUBLIC WORKS AND ENGINEERING (274584)

Public Sidewalk Repair and Construction: Assessment public hearing.

Snow and Ice Removal from Public Sidewalks: Assessment public hearing; Comments.

Sidewalk Repair and Construction Special Assessment Deferments: a) 624 Madison St NE; and b) 5132 Chicago Ave.

Sidewalk Special Assessment: Cancel assessment for 5337 Clinton Ave S.

25th Ave SE Extension (4th St SE to Proposed Granary Rd): Acquisition of property.

Riverside Ave S Parking Lane Width: Request variance from Minnesota State Aid; Comments. I-35W Solutions Alliance Joint Powers Agreement: Second amended and restated agreement.

Airport Noise Standard: Establish 60 DNL as standard.

TRANSPORTATION AND PUBLIC WORKS and WAYS & MEANS/BUDGET (See Rep):

PUBLIC WORKS AND ENGINEERING (274585)

Areaway Abandonment and Removal Public Hearing: 250 3rd Ave N.

Areaway Abandonment and Removal Public Hearing: 625 2nd Ave S.

Areaway Abandonment and Removal Public Hearing: 1000 Marquette Ave S.

Areaway Abandonment and Removal Public Hearing: 2957 Lyndale Ave S.

Check Guarantee Services: Extend contract through September 30, 2011.

WAYS AND MEANS BUDGET:

FIRE DEPARTMENT (274586) 2010 Budget Status Report.

POLICE DEPARTMENT (274587)

2010 Budget Status Report.

WAYS AND MEANS BUDGET (See Rep):

ATTORNEY (274588)

Legal Settlements: Vera Milyavskaya vs. City of Minneapolis; and Brendon Schram vs. City of Minneapolis.

BUSINESS INFORMATION SERVICES (BIS) (274589)

Property Management System: Contract with N. Harris Computer Corporation to purchase, implement and support new software release.

Audit Software: Contract with Thomson Reuters, Inc. d/b/a Paisley to provide auditing contract document software.

Unisys Contract: Increase Contract C-25200 to provide infrastructure that will allow use of new digital video systems in squad cars.

Sogeti LLC USA: Extend contract for support of the Work Force Director application used by Public Safety.

COMMUNICATIONS (274590)

December 2010 Utility Billing Insert: Pet Licensing on why it's important and how to do it.

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (274591)

Minnesota Historical and Cultural Heritage Grant: Accept and appropriate grant funds for the Warehouse District Heritage Street Plan; Execute grant, subrecipient and/or disbursement and related agreements; and execute contract with Bonestroo as the preferred consultant.

CONVENTION CENTER AND PROCUREMENT (274592)

OP #7356: Accept bids of Century Construction Company, Inc., Twin City Acoustics, Berg Drywall LLC, and Egan Company for fireproofing remediation at the Minneapolis Convention Center.

CPED AND MINNEAPOLIS ART COMMISSION (274593)

Gift of Artwork: Painting by Bob Perrizo entitled Out of the Mist made to the City of Minneapolis by the The Alliance Francaise.

FINANCE DEPARTMENT (274594)

Uncollectible Receivables: Authorize list of 26 unpaid invoices to be written off as bad debt.

ZONING AND PLANNING (See Rep):

PLANNING COMMISSION/DEPARTMENT (274595)

Appeal:

Park Vista (110 & 124 12th Ave S and 1102 2nd St S)

Rezonings:

Park Vista (110 & 124 12th Ave S and 1102 2nd St S)

Olga Stavrakis (2706-08 Pleasant Ave S)

Vacation:

Jeff & Peggy Watson (1008 51st St E)

NEW BUSINESS (See Rep):

CITY CLERK (274596)

railroad not yet vacated.

General Election: Canvassing the election results of the Charter Amendment 171 from the November 2, 2010, Precinct totals.

FILED:

BROADWAY WASHINGTON LLC (274597)

Vacate North to South alley off of 21st Avenue North, between 2nd Street North and Washington Avenue North, and vacate a portion of West to East alley off of 2nd Street North, between 21st Avenue North and West Broadway.

CHARTER COMMISSION (274598)

Charter Amendment Redistricting Ballot Question: Map showing percentage of vote by precinct. CLOSE LANDSCAPE ARCHITECTURE (274599)

Vacate that portion of Kenilworth Place between Upton and the Hennepin County

The following reports were signed by Mayor Rybak on November 10, 2010, unless noted otherwise. Minnesota Statutes, Section 331A.01, Subd 10, allows for summary publication of ordinances and resolutions in the official newspaper of the city.

REPORTS OF STANDING COMMITTEES

The **CLAIMS** Committee submitted the following reports:

Claims - Your Committee, having under consideration the appeal filed by Mahad Dish, 2910 E Franklin Ave, Minneapolis, from the decision of the Staff Claims Committee denying a claim in the amount of \$138.00 relating to vehicle towing, now recommends that said appeal be denied. Adopted 11/5/2010.

Claims - Your Committee, having under consideration the appeal filed by Charley Johnson, 224 Vincent Ave N, Minneapolis, from the decision of the Staff Claims Committee denying a claim in the amount of \$1,225.00 relating to property damage to a driveway, now recommends that said appeal be denied.

Adopted 11/5/2010.

Claims - Your Committee, having under consideration the appeal filed by Don Kim, 2600 University Ave SE, Minneapolis, from the decision of the Staff Claims Committee denying a claim in the amount of \$138.00 relating to vehicle towing, now recommends that said appeal be denied. Adopted 11/5/2010.

Claims - Your Committee, having under consideration the appeal filed by Tiffany Montgomery, 10692 Ironwood Pkwy, Woodbury, from the decision of the Staff Claims Committee denying a claim in the amount of \$138.00 relating to vehicle towing, now recommends that said appeal be denied. Adopted 11/5/2010.

Claims - Your Committee, having under consideration the appeal filed by Elizabeth Dunkel, 6591 Noel Trail NW, Walker, from the decision of the Staff Claims Committee denying a claim in the amount of \$156.00 relating to vehicle towing, now recommends that said appeal be denied. Adopted 11/5/2010.

Claims - Your Committee, having under consideration the appeal filed by Syma Sumar, 10739 Unity St NW, Coon Rapids, from the decision of the Staff Claims Committee denying a claim in the amount of \$138.00 relating to vehicle towing, now recommends that said appeal be denied. Adopted 11/5/2010.

Claims - Your Committee, having under consideration the appeal filed by Carrie Wolke, 5652 44th Ave S, Minneapolis, from the decision of the Staff Claims Committee denying a claim in the amount of \$95.72 relating to property damage to a garage, now recommends that said appeal be denied. Adopted 11/5/2010.

The COMMUNITY DEVELOPMENT Committee submitted the following reports:

Comm Dev - Your Committee recommends passage of the accompanying resolution authorizing sale of the property at 1829 Newton Ave N to Arriel McDonald for \$1,000, subject to the following conditions:

- a) Land sale closing must occur no later than 4/15/2011; and
- b) Payment of holding costs of \$300 per month if the land sale closing does not meet this deadline.

The sale conditions may be waived or amended with the approval of the Director of the Department of Community Planning & Economic Development.

Adopted 11/5/2010.

Resolution 2010R-515, authorizing sale of land Disposition Parcel TF-529 at 1829 Newton Ave N, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-515 By Goodman

Authorizing sale of land Disposition Parcel TF-529 at 1829 Newton Ave N.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase Disposition Parcel TF-529 in the Willard - Hay Neighborhood from Arriel McDonald, hereinafter known as the Purchaser, Parcel TF-529 being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

Legal Description of TF-529; 1829 Newton Avenue North: South 43 feet of Lot 1, Block 1, Menard's First Addition to Minneapolis. Being Registered Land as evidenced by Certificate of Title No. 1142826;

Whereas, the Purchaser has offered to pay the sum of \$1,000 for Parcel TF-529 to the City for the land; and

Whereas, the Purchaser has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, on March 11, 2005 City Council approved the waiving of the Planning Commission's review of certain real estate transactions (including dispositions of non-buildable parcels) that have no relationship to the City's Comprehensive Plan; and

Whereas, the City has determined the offer of \$1,000 to purchase Parcel TF-529 to be reasonable; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with the City's accepted methods in determining a re-use value for Parcel TF-529; and

Whereas, the City's Real Estate Disposition Policy provided in Section 2.2.13 for the sale of land for sideyard; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on September 3, 2010, a public hearing on said proposal and proposed sale and the provisions thereof, was duly held on September 14, 2010, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota; and

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for Parcel TF-529 is hereby estimated to be the sum of \$1,000.

Be It Further Resolved that the acceptance of the offer and Purchaser's proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Purchaser possesses the qualifications and financial resources necessary to acquire and maintain the Parcel in accordance with the contract for the sale of land.

Be It Further Resolved that the offer is hereby accepted, subject to the execution of a contract for the sale of land and further subject to the following conditions; 1) land sale closing must occur no later than April 15, 2011 and 2) payment of holding costs of \$300.00 per month if the land sale closing does not occur on or before closing deadline and 3) a conservation easement shall be placed on the parcel to preserve it as green space.

Be It Further Resolved that the sale conditions number one and two described above may be waived or amended with the approval of the Department of Community Planning & Economic Development (CPED) Director.

Be It Further Resolved that upon publication of this Resolution, the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver the contract to the Purchaser; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Purchaser in accordance with the provisions of the executed contract and upon payment to the City of the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate official of the City.

Adopted 11/5/2010.

Comm Dev - Your Committee recommends passage of the accompanying resolution authorizing the sale of property at 3347 Lyndale Ave N to a qualified Home Ownership Works (HOW) Program purchaser for the fair market value which is estimated to be \$132,000, subject to the following conditions:

- a) Land sale closing must occur on or before 60 days from date of offer acceptance; and
- b) Payment of holding costs of \$150 per month from the date of offer acceptance to the date of closing if land sale closing does not occur on or before 60 days from date of offer acceptance.

The sale conditions may be waived or amended with the approval of the Director of the Department of Community Planning & Economic Development.

Your Committee further recommends approval of a second mortgage affordability loan in accordance with the HOW Program guidelines of not more than \$30,000 if necessary.

Adopted 11/5/2010.

Resolution 2010R-516, authorizing sale of land Homeownership Works Program Disposition Parcel No. HOME-92 at 3347 Lyndale Ave N, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-516 By Goodman

Authorizing sale of land Homeownership Works Program Disposition Parcel No. HOME-92 at 3347 Lyndale Ave N.

Whereas, the City of Minneapolis, hereinafter known as the City, has adopted Home Ownership Works Program Guidelines pursuant to which the City purchases residential properties that are renovated or upon which a new home is constructed which is then offered for sale to target buyers under the program; and

Whereas, the City has acquired Parcel HOME-92, in the HOW/HOME Program upon which the existing home was renovated or a new home was constructed, the Parcel HOME-92, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

LEGAL DESCRIPTION HOME-92; 3347 Lyndale Avenue North: Lot 2, Block 9, Baker's 4th Addition to Minneapolis; and

Whereas, the City has had the fair market value reviewed by an appraisal expert, stating that the fair market value opinion is consistent with accepted methods in aiding the City in determining market value for the Parcel; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on October 15, 2010, a public hearing on the proposed sale was duly held on October 26, 2010 at the regularly scheduled Community Development Committee meeting of the City Council, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the fair market value in accordance with the City's Homeownership Works Program, as amended, is hereby estimated to be the sum of \$132,000 for Parcel HOME-92.

Be It Further Resolved that the sale of the parcel pursuant to the Home Ownership Works Program is hereby determined to be in accordance with the City's approved CPED disposition policy.

Be It Further Resolved that the sale of the parcel is hereby approved, subject to the execution of a contract for the sale of land consistent with the Home Ownership Works Program Guidelines and further subject to the following conditions; 1) land sale closing must occur on or before 60 days from the date of offer acceptance and 2) payment of holding costs of \$150.00 per month from the date of approval of this Resolution if the land sale closing does not occur on or before 60 days from the date of offer acceptance.

Be It Further Resolved that the sale conditions described above may be waived or amended with the approval of the Department of Community Planning & Economic Development (CPED) Director.

Be It Further Resolved that upon publication of this Resolution, the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a contract to a qualified Purchaser; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to a qualified Purchaser in accordance with the provisions of the executed contract and upon payment to the City for the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate official of the City.

Adopted 11/5/2010.

Comm Dev - Your Committee recommends passage of the accompanying resolution authorizing sale of the property at 2047 - 3rd Ave N to PRG, Inc for \$111,375 plus \$2,383 in additional costs incurred by the City to acquire the property.

Adopted 11/5/2010.

Resolution 2010R-517, authorizing sale of land Neighborhood Stabilization Program Disposition Parcel No PR-101 at 2047 3rd Ave N, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-517 By Goodman

Authorizing sale of land Neighborhood Stabilization Program Disposition Parcel No PR-101 at 2047 3rd Ave N.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase and develop Disposition Parcel PR-101 in the Neighborhood Stabilization Program, from PRG, Inc., hereinafter known as the Redeveloper, the Parcel(s) PR-101, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

LEGAL DESCRIPTION of PR-101; 2047 3rd Avenue North: The East 1/3 of Lots 11, 12, 13, and 14, F.W. Malmsten's Addition to Minneapolis; and

Whereas, the Redeveloper has offered to pay the sum of \$111,375, plus \$2,383 in CPED costs for Parcel PR-101; the offer includes a development plan and commitment to improve by rehabilitating the existing structure. This offer is in accordance with the Redevelopment Plan and/or Program; and

Whereas, the Redeveloper has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with accepted methods of aiding the City in determining a re-use value for the Parcel; and

Whereas, pursuant to due notice thereof published in Finance and Commerce on Friday, October 15, 2010, a public hearing on the proposed sale was duly held on October 26, 2010, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value, for uses in accordance with the Neighborhood Stabilization Program plan, as amended, is hereby estimated to be the sum of \$112,500 for Parcel PR-101; however, in accordance with public purpose consideration and federal Neighborhood Stabilization Program guidelines, the City is selling Parcel PR-101 for the sum of \$111,375.

Be It Further Resolved that the acceptance of the offer and proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Redeveloper possesses the qualifications and financial resources necessary to acquire and develop the Parcel in accordance with the Redevelopment Plan and/or Program.

Be It Further Resolved that the proposal be and the same is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver the contract to the Redeveloper; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that upon publication of this Resolution, the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Redeveloper in accordance with the provisions of the executed contract and upon payment to the City for the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate official of the City.

Adopted 11/5/2010.

Comm Dev - Your Committee recommends passage of the accompanying resolution authorizing sale of the property at 401 Newton Ave N to Twin Cities Habitat for Humanity, Inc for \$1.00 plus \$26,621.21 in additional costs incurred by the City to acquire the property.

Adopted 11/5/2010.

Resolution 2010R-518, authorizing sale of land Neighborhood Stabilization Program Disposition Parcel PR-084 at 401 Newton Ave N, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-518 By Goodman

Authorizing sale of land Neighborhood Stabilization Program Disposition Parcel PR-084 at 401 Newton Ave N.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase and develop Disposition Parcel PR-084, in the Harrison neighborhood, from Twin Cities Habitat for Humanity, Inc., hereinafter known as the Redeveloper, the Parcel PR-084, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

LEGAL DESCRIPTION of PR-084; 401 Newton Avenue North: Lot 9, Block 3, Drews Addition to Minneapolis; and

Whereas, the Redeveloper has offered to pay the sum of \$1 (plus reimbursement of \$26,621.21 in additional costs incurred by the City), for Parcel PR-084 to the City for the land, and the Redeveloper's proposal is in accordance with the applicable Redevelopment Plan and/or Program; and

Whereas, the Redeveloper has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with the accepted methods in aiding the City in determining a re-use value for the Parcel; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on October 15, 2010, a public hearing on the proposed sale was duly held on October 26, 2010, at the regularly scheduled Community Development Committee meeting of the City Council, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for uses in accordance with the Neighborhood Stabilization Program plan, as amended, is hereby estimated to be the sum of \$18,000 for Parcel PR-084; however, in accordance with public purpose consideration and federal Neighborhood Stabilization Program guidelines, the City is selling Parcel PR-084 for the sum of \$1 plus reimbursement of \$26,621.21 in additional costs incurred by the City.

Be It Further Resolved that the acceptance of the offer and proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Redeveloper possesses the qualifications and financial resources necessary to acquire and develop the parcel in accordance with the Redevelopment Plan and/or Program.

Be it Further Resolved that the proposal be and the same is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City be and the same is hereby authorized to execute and deliver the contract to the Redeveloper; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Redeveloper in accordance with the provisions of the executed contract and upon payment to the City for the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate City official of the City.

Adopted 11/5/2010.

Comm Dev - Your Committee, having under consideration a second extension of development rights and financial assistance to Twin Cities Habitat for Humanity, Inc. for the proposed Old Third Avenue Townhomes Project at 929 Third Avenue NE, now recommends that the proper City officers be authorized to execute the necessary agreements to extend the development rights and financial assistance provided to Twin Cities Habitat for Humanity, Inc. to allow the land sale to close on or before 6/30/2011 and commit Affordable Ownership Housing Program funding to provide \$360,000 in assistance for construction gap financing for the proposed development, subject to the following conditions:

- a) The Contract for Private Redevelopment and Affordable Ownership Housing Program Funding Agreement between Twin Cities Habitat for Humanity, Inc. and the City of Minneapolis must be signed by 1/1/2011;
 - b) Closing on the real estate and all financing must be completed by 6/30/2011; and
 - c) Construction must commence by 8/31/2011.

Failure to meet these any or all of these deadlines will result in termination of Twin Cities Habitat for Humanity's development rights and cancellation of any and all City of Minneapolis funding commitments to this development.

Adopted 11/5/2010.

Comm Dev - Your Committee recommends that the proper City officers be authorized to preliminarily reserve Year 2011 Federal Low Income Housing Tax Credits totaling \$1,257,639 for the following projects:

- a) Stradford Flats, 16-22 E 15th St (\$300,000)
- b) Emanuel Housing, 822 3rd Ave S (\$857,639)
- c) Art Space Jackson Flats, 1839 47 Jackson St; 901-13 18th ½ Ave N (\$50,000)
- d) Franklin Steele, 1900 Portland Ave S (\$50,000) Adopted 11/5/2010.

The COMMUNITY DEVELOPMENT and WAYS & MEANS/BUDGET Committees submitted the following reports:

Comm Dev & W&M/Budget – Your Committee, having under consideration the issuance of bonds on behalf of the Open Access Technology International, Inc (OATI) project for the purchase, renovation and equipping of a facility at 3660 Technology Dr, now recommends passage of the accompanying resolution giving final approval to the issuance of up to \$25,000,000 in Taxable and Tax-exempt, Limited Tax Supported Economic Development Revenue Bonds, Common Bond Fund Series 2010, for OATI, or an affiliate, and designating the Bonds as Recovery Zone Facility Bonds, to be issued through the Common Bond Fund and designating the bonds as bonds entitled to the security provided by Ordinance No. 87-OR-084, Chapter 424, Tax Reserve and Pledge Ordinance.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

Resolution 2010R-519, a Supplemental Bond Resolution and Indenture in relation to a project on behalf of Open Access Technology International, Inc. at 3660 Technology Drive, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-519 By Goodman and Hodges

Supplemental Bond Resolution and Indenture in relation to a project on behalf of Open Access Technology International, Inc. at 3660 Technology Drive.

Resolved by The City Council of The City of Minneapolis:

That the basic Resolution is supplemented and amended as follows:

ARTICLEI

DEFINITIONS, LEGAL AUTHORIZATION AND FINDINGS

Section 101. *Definitions*. The following terms, unless the context hereof shall require otherwise, shall have the meanings set forth below; provided, however, that any additional capitalized terms used herein and not defined herein (unless such capitalization is due solely to application of the rules of grammar) shall have the meanings assigned to such terms in the Basic Resolution or the Agreement, unless the context or use herein requires another or different meaning:

"Act of Bankruptcy" means the filing of a petition in bankruptcy with respect to a Person by or against such Person under the United States Bankruptcy Code.

- "Additional Common Fund Bonds" means those Common Fund Bonds issued to pay the cost of completion of a Facility pursuant to Sections 202 and 311(d) of the Basic Resolution, Section 206 hereof and an Additional Supplemental Bond Resolution.
- "Additional Supplemental Bond Resolution" means the Additional Supplemental Bond Resolution and Indenture authorizing the issuance of Additional Common Fund Bonds.
- "Agreement" means the Lease Agreement, dated as of December 1, 2010, between the Tenant and the Issuer, as amended from time to time.
- "Articles and Sections," mentioned by number only, means the respective Articles and Sections of this Supplemental Bond Resolution so numbered.
- "Authorized Newspaper" means a newspaper furnishing financial news as part of its service, printed in the English language, published weekly or daily in Minneapolis, Minnesota, or its metropolitan area, and circulated throughout the State.
- "Basic Resolution" means Resolution No. 2004R-257, entitled "Amending and restating the Basic Resolution of the City of Minneapolis (A)," adopted on June 18, 2004 by the Issuer, as amended to the date hereof, including any amendments made by this Supplemental Bond Resolution.
 - "Bond Closing" means the date on which there is delivery of and payment for the Bonds.
- "Bond Register" means the register for the registration and transfer of the Bonds kept by the Trustee on behalf of the Issuer pursuant to Section 210 hereof.
- "Bond Year" means from the Bond Closing to December 31, 2010, inclusive, and thereafter the period commencing on the day after expiration of the preceding Bond Year and ending on the earlier of the day preceding the first anniversary of such commencement date or the date on which no Bonds are Outstanding.
- "Bonds" means the Series 2010-2A Bonds and the Series 2010-2B Bonds, issued pursuant to the Basic Resolution and the Supplemental Bond Resolution in the aggregate principal amount specified in Section 203 hereof, as such principal amount may be adjusted by certification of the Finance Officer of the Issuer.
 - "Chapter 424" means Code of Ordinances, Title 16, Chapter 424, as amended.
- "Code" means the Internal Revenue Code of 1986, as amended as of the date hereof, and applicable Regulations promulgated thereunder.
 - "Code of Ordinances" means the Minneapolis Code of Ordinances, as amended.
- "Computation Date" means any of the following dates: (i) the date on which the IDB Account is first fully depleted after the date hereof; and (ii) any date on which money has been drawn from the Tax Reserve Fund as a result of a certification by the Trustee pursuant to Section 415 hereof. The IDB Account shall be deemed to have been first fully depleted on the first date that no cash, investments, or letters of credit are credited to the IDB Account.
 - "Construction Fund" means the fund by that name created pursuant to Section 403 hereof.
- "Designated Common Fund Bonds" means Common Fund Bonds designated by the Issuer under Chapter 424 as Bonds to which Chapter 424 applies.
- "Expected Available Tax Revenue" means the product of the total tax capacity of all taxable property in the City of Minneapolis on the Computation Date and one-half percent.

"Financial Advisor" means Dougherty & Company LLC.

"Hereby," "herein," "hereof," "hereto," "hereunder" and any similar terms refer to this Supplemental Bond Resolution as a whole; the term "heretofore" means before the date of execution and delivery hereof, and the term "hereafter" means after the date of execution and delivery hereof.

"Interest Payment Date" means June 1, 2011, and each June 1 and December 1 thereafter until all Bonds are paid.

"Issuer" means the City of Minneapolis, Minnesota.

"Other Redemption Funds" means all funds or accounts not within the Common Bond Fund or IDB Account established by any resolution authorizing Common Fund Bonds (other than the Bonds) which are pledged to the payment of principal, premium and interest due on any such series of Common Fund Bonds on any date for which any redemption thereof was duly called.

"Outstanding" means when used with reference to all series of Common Fund Bonds, the same as that term is defined in the Basic Resolution and also means, when used with reference to the Bonds and as of any particular date, all Bonds theretofore and thereupon being authenticated and delivered except:

- (a) any Bond canceled by the Trustee or the Paying Agent or surrendered to the Trustee or the Paying Agent for cancellation at or before said date;
- (b) any Bond for payment or redemption of which money equal to the principal or Redemption Price thereof, as the case may be, with interest to the date of maturity or Redemption Date, shall have theretofore been deposited with the Trustee or any Paying Agent in trust (whether upon or prior to maturity or the Redemption Date of such Bond) and, except in the case of a Bond to be paid at maturity, of which notice of redemption shall have been duly given; and
- (c) any Bond for which in lieu thereof or in substitution therefor another Bond shall have been authenticated and delivered pursuant to Section 213 hereof;

provided, however, that in determining whether the Holders of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver hereunder, Bonds owned by the Issuer or the Tenant or any affiliate of the Tenant shall be disregarded and deemed not to be Outstanding except that, in determining whether the Trustee shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Trustee knows to be so owned shall be so disregarded (an "affiliate" of any specified Person means any other Person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified Person; for the purposes of this definition, "control," when used with respect to any specified Person, means the power to direct the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlling" and "controlled" have meanings correlative to the foregoing); provided, further, that Bonds so owned which have been pledged in good faith may be regarded as "Outstanding" if the pledgee establishes to the satisfaction of the Trustee the pledgee's right so to act with respect to such Bonds and that the pledgee is not the Issuer or the Tenant or any affiliate of the Tenant. A Bond that would be considered "Outstanding" but for the fact that money sufficient for the payment or redemption thereof has theretofore been deposited in full with the Trustee or any Paying Agent in trust for the Holder thereof (or that the Basic Resolution has theretofore been discharged with respect to the series of which such particular Bond is a part pursuant to Article VI of the Basic Resolution) shall, for the purposes of Article III of the Basic Resolution (to the extent that a default referred to therein or under the Agreement might adversely affect the exemption from federal income taxation of interest on any Series 2010-2A Bond) and Article VII of the Basic Resolution (to the extent that any supplement, amendment, modification or waiver referred to therein might adversely affect the exemption

from federal income taxation of interest on any Series 2010-2A Bond), be deemed to be "Outstanding" unless such Bond shall be due and payable in accordance with its terms or through redemption proceedings or otherwise as provided in the Basic Resolution and herein. The Trustee shall be fully protected in requiring and relying on an Opinion of Counsel with respect to whether any such default, supplement, amendment, modification or waiver might adversely affect the exemption from federal income taxation of interest on any Series 2010-2A Bond.

"Paying Agent" means Wells Fargo Bank, National Association, in Minneapolis, Minnesota, and its successor or successors designated pursuant to the provisions of Article VII of the Basic Resolution and Section 204 hereof as the agent of the Issuer to receive and disburse the principal or Redemption Price of and interest on the Bonds.

"Payment Date" means the date on which any payment of principal of or interest on any Common Fund Bonds is due.

"Preference Funds" means any money credited to the Common Bond Fund or IDB Account, other than either money derived from a draw under the Letter of Credit or earnings received on amounts held by the Trustee, held by the Trustee for less than ninety-one (91) days or concerning which the depositor thereof was subject to an Act of Bankruptcy within ninety-one (91) days after deposit of such amounts with the Trustee.

"Property Insurance and Award Fund" means the fund by that name created pursuant to Section 406 hereof.

"Rebate Amounts" means any amount of money subject to rebate to the government of the United States of America pursuant to Section 148(f) of the Code and applicable Regulations.

"Rebate Fund" means the fund by that name created pursuant to Section 414 hereof.

"Redemption Date" means, when used with respect to any Bond to be redeemed, the date fixed for such redemption in accordance with the provisions hereof.

"Redemption Fund" means the fund by that name created pursuant to Section 411 hereof.

"Redemption Price" means, when used with respect to a Bond or portion thereof, the principal amount of such Bond or portion thereof plus the applicable premium, if any, payable upon redemption thereof in accordance with its terms and as provided herein.

"Regulations" means regulations promulgated by the Department of the Treasury of the government of the United States of America pursuant to the Code.

"Series 2010-2A Bonds" means the obligations of the Issuer designated the Limited Tax Supported Development Revenue Bonds, Common Bond Fund Series 2010-2A.

"Series 2010-2B Bonds" means the obligations of the Issuer designated the Taxable Limited Tax Supported Development Revenue Bonds, Common Bond Fund Series 2010-2B.

"Supplemental Bond Resolution" means this Supplemental Bond Resolution and Indenture.

"Tax Reserve Fund" means the fund by that name created by Chapter 424, held by the Issuer separate and apart from the Common Bond Fund.

- "Tax Reserve Requirement" means zero Dollars (\$0) prior to the first Computation Date and, thereafter, an amount equal to twice the Expected Available Tax Revenue, determined as of the most recent Computation Date.
- "Tenant" means 3660 Technology Drive, LLC, a Minnesota limited liability company, or an affiliate thereof, its successors and assigns.
- "Trustee" means Wells Fargo Bank, National Association, in Minneapolis, Minnesota, its successors and co-trustees, as permitted under the Basic Resolution.
 - "Underwriter" or "Underwriters" means RBC Capital Markets Corporation and Piper Jaffray & Co.
- "Underwriting Agreement" means the Underwriting Agreement, dated as of the date of adoption hereof, among the Underwriters, the Issuer and the Tenant.
 - "United States Bankruptcy Code" means 11 U.S.C. Sections 101 et seq., as amended.
- Section 102. Legal Authorization. The Issuer is a municipal corporation under the laws of Minnesota and is authorized under the Act to finance the Facility and to issue and sell the Bonds for that purpose in the manner and upon the terms and conditions set forth in the Basic Resolution and herein.
- Section 103. Findings. The Issuer has heretofore determined and does hereby determine and find as follows:
 - (a) The Issuer is authorized by the Act to adopt this Supplemental Bond Resolution and execute and deliver the Agreement.
 - (b) The Issuer has made the necessary arrangements with the Tenant for the financing of the Facility, which Facility consists of certain property used in connection with the operation of a revenue producing enterprise contemplated by Minnesota Statutes, Section 469.153 Subdivision 2, which property is of the character and accomplishes the purposes provided by the Act, and the Issuer has by this Supplemental Bond Resolution authorized execution of the Agreement and all other documents in relation thereto and has specified the terms and conditions of the financing of the Facility.
 - (c) In authorizing the issuance of Bonds, the Issuer's purpose is and, in the Issuer's judgment, the effect thereof shall be to promote the public welfare by: the attraction, encouragement and development of economically sound commerce and industry so as to prevent, so far as possible, blighted and marginal lands and areas of chronic unemployment and the emergence of such land and areas, the development of commerce and industry to use the available resources of the community in order to retain the benefit of the community's existing investment in educational and public service facilities and to halt the movement of talented, educated personnel of mature age to other areas, thus preserving the economic and human resources needed as a base for providing governmental services and facilities, the provision of accessible employment opportunities for residents in the area, and the expansion of an adequate tax base of Hennepin County and the City of Minneapolis to finance the increase in the amount and cost of governmental services, including educational services for the school districts of the City of Minneapolis.
 - (d) The amount estimated to be necessary to finance the Facility shall require the Issuer to issue, sell and deliver the Bonds in the aggregate principal amount authorized herein.
 - (e) The Bonds are Common Fund Bonds within the meaning of Section 202 of the Basic Resolution and are payable from revenues derived by the Issuer from a revenue-producing enterprise and shall be on a parity of lien with all other Common Fund Bonds which have heretofore and may

hereafter be issued by the Issuer and made payable from funds pledged and appropriated thereto pursuant to the Basic Resolution and hereunder.

- (f) The issuance and sale of the Bonds, the execution and delivery of the Agreement and the performance of all covenants and agreements of the Issuer contained herein and in the Agreement and the Basic Resolution and of all other acts and things required under the Constitution and laws of the State to make the Agreement and the Bonds valid and binding obligations of the Issuer in accordance with their terms are authorized by the Act, the Basic Resolution and this Supplemental Bond Resolution.
- (g) The Underwriters have offered to purchase the Bonds in accordance with the terms and conditions of the Underwriting Agreement and this Supplemental Bond Resolution.

ARTICLE II

AUTHORIZATION, TERMS AND PROVISIONS OF BONDS

Section 201. Qualification under the Basic Resolution, IDB Account Resolution and Chapter 424. The Bonds shall be issued and secured under the provisions of the Basic Resolution, and all applicable terms, covenants and conditions contained therein are hereby incorporated into and made a part hereof the same as if said terms, covenants and conditions were set out herein in their entirety. It is hereby found, determined and declared that upon the issuance of the Bonds in accordance herewith and execution of the Agreement, the Agreement shall provide for Basic Rent, which if collected in full and when due shall be sufficient to pay the interest when due and to pay and redeem the Bonds at maturity or when required or permitted pursuant to the terms hereof. In accordance with Sections 202 and 402(d) of the Basic Resolution, at or prior to the Bond Closing for the Bonds, cash in the amount, or a Reserve Letter of Credit drawable in the amount, of the Minimum Deposit shall be delivered to or by the Issuer as required for the Bonds and further, all other conditions required to be met under Section 202 of the Basic Resolution shall have been met as have the conditions specified herein. Consistent with the provisions of the Basic Resolution and the IDB Account Resolution, the Issuer specifically pledges to further secure the Bonds (on a parity basis with all Common Fund Bonds) with the funds held in the A Subaccount and Issuer Subaccount of the IDB Account established in accordance with the provisions of the IDB Account Resolution. The Issuer covenants to make appropriations, advances and payments in respect of the Bonds in accordance herewith and with the terms of the Basic Resolution and the IDB Account Resolution. The Bonds shall also be secured by amounts available, if any, in the Tax Reserve Fund, pursuant to Chapter 424. The Issuer hereby designates the Bonds as bonds secured by the pledge made pursuant to Chapter 424.

Section 202. Forms Generally. The Bonds shall be in substantially the form set forth in Schedule A hereof with such other appropriate insertions, omissions, substitutions and other variations as are required or permitted hereby and may have such letters, numbers or other marks of identification and such legends or endorsements placed thereon as may, consistently herewith, be placed thereon by the officials of the Issuer executing the Bonds, as evidenced by their execution thereof. Any part of the text of any Bond may be set forth on the reverse side thereof with an appropriate reference thereto on the face of the Bond.

The definitive Bonds shall be printed, lithographed, engraved, typewritten, mimeographed or otherwise reproduced or produced by a combination of these methods or may be produced in any other manner permitted by the rules of any securities exchange, all as determined by the officials of the Issuer executing such Bonds, as evidenced by their execution thereof.

The approving opinion of Bond Counsel may be printed on the Bonds.

Section 203. Authorization of Bonds and Terms. Pursuant to the Basic Resolution, the Bonds are hereby authorized to be and shall be issued under and secured by the Basic Resolution and this

Supplemental Bond Resolution. The Bonds and any Additional Common Fund Bonds shall bear CUSIP numbers or any other identification, notations or symbols as the Issuer may determine, and when issued shall be numbered separately from R-1 consecutively upward. The Bonds shall be issued in the aggregate principal amount of up to \$25,000,000. The Bonds shall bear interest from the date thereof, payable semiannually on June 1 and December 1 in each year, commencing June 1, 2011, at the interest rates per annum to be determined by the Finance Officer of the Issuer prior to the issuance of the Bonds (with the average weighted interest rate not to exceed 6.50% per annum for the Series 2010-2A Bonds and 8.00% per annum for the Series 2010-2B Bonds), and shall mature on or before December 1, 2040. The Series 2010-2A Bonds are hereby designated as "recovery zone facility bonds" within the meaning of Section 1400U-3 of the Code.

The foregoing aggregate principal amount, principal amount per series, maturity dates and principal amounts maturing on such dates shall be finally and specifically designated at Bond Closing by a certification of the Finance Officer of the Issuer. Such adjustment may include the creation of one or more serial maturities and/or term bonds that are subject to mandatory sinking fund redemption in accordance with Section 305 hereof. The Finance Officer's certification shall also establish the interest rate for each maturity of Bonds.

Section 204. Accrual and Payment of Interest. Each Bond shall bear interest from its date, which shall be as of the date six (6) months preceding the Interest Payment Date next following the date of authentication thereof by the Paying Agent, provided that: (a) if such date of authentication shall be an Interest Payment Date, such Bond shall be dated as of such date of authentication, (b) if such date of authentication shall be before the first Interest Payment Date, such Bond shall be dated as of the date of issuance of such Bond, and (c) if interest on such Bond shall not have been paid in full when due, then notwithstanding any of the foregoing provisions of this Section 204, such Bond shall be dated as of the date on which interest was last paid in full on such Bond. All Bonds shall be payable as to principal or Redemption Price at the principal office of Wells Fargo Bank, National Association, in Minneapolis, Minnesota, hereby designated as Paying Agent for the Bonds, or at the office of any successor Paying Agent designated by the Issuer pursuant to Article VII of the Basic Resolution, and interest on Bonds shall be payable by check or draft drawn upon the Paying Agent mailed on the Interest Payment Date to the registered Holder thereof as reflected as of the close of business on the 15th day of the month immediately preceding any Interest Payment Date at the address of such Holder as it appears on the Bond Register maintained by the Trustee. Overdue principal or Redemption Price of and (to the extent legally enforceable) overdue interest on any Bond shall bear interest at the rate borne by such Bond.

Section 205. Conditions Precedent to the Delivery of Bonds. In addition to the performance of such acts and the occurrence of such events as are required under Section 202 of the Basic Resolution, prior to or simultaneously with the delivery of the Bonds:

- (a) there shall be delivered to the Trustee a written order by the Representative of the Issuer to authenticate and deliver the Bonds to or upon the order of the Underwriters, upon the payment to the Trustee for the account of the Issuer of a specified sum plus a specified amount of accrued interest, together with a copy of this Supplemental Bond Resolution, duly certified by the recording officer of the Issuer; and
 - (b) there shall be delivered to the Issuer the following items:
 - (i) an executed original of the Agreement and the Disbursing Agreement;
 - (ii) the executed original or copies thereof satisfactory to the Issuer of all Subleases of the Facility then in effect, if any;
 - (iii) financing statements endorsed as having been filed with the Secretary of State of the State of Minnesota and the County Recorder or Registrar of Titles of

Hennepin County, Minnesota, or both, whichever is applicable, showing the interest of the Issuer in the Facility Equipment;

- (iv) a policy or binder of title insurance in current ALTA form acceptable to the Issuer and Bond Counsel in an amount not less than the original principal of the Bonds insuring the Issuer's fee simple title to the Facility Premises, subject only to Permitted Encumbrances and insuring against all standard exceptions, including mechanics' liens, survey and zoning restrictions;
- (v) the manually signed Opinion of Bond Counsel approving the legality of the Bonds and exclusion from gross income of interest on the Series 2010-2A Bonds;
- (vi) written evidence from the Underwriters consenting to the issuance of the Bonds;
 - (vii) an original of the Underwriting Agreement;
 - (viii) written acceptance by the Paying Agent and the Trustee;
 - (ix) evidence of insurance complying with Section 4.06 of the Agreement;
- (x) all executed Construction Contracts, including any related architects' contracts and payment and performance bonds required by the Agreement, if any;
 - (xi) an executed original of each Guaranty; and
- (xii) such other documents as Bond Counsel reasonably determines are necessary as a precondition to the delivery of the Bonds;

provided, however, that the Issuer may waive the requirement that one or more of the foregoing items be filed with the Trustee on or prior to Bond Closing, except the manually signed Opinion of Bond Counsel approving the validity of the Bonds.

Section 206. Additional Common Fund Bonds. Pursuant to the authority given in Section 202 of the Basic Resolution to issue Additional Common Fund Bonds in accordance with Section 311(d) thereof, one or more series of such Additional Common Fund Bonds may be authenticated and delivered for the purpose of financing the cost of completing the Facility. Such Additional Common Fund Bonds shall be secured by the Basic Resolution, this Supplemental Bond Resolution and the Additional Supplemental Bond Resolution providing for the issuance of the applicable series of such Additional Common Fund Bonds and shall rank on a parity of security in all respects with the Bonds and all Additional Common Fund Bonds issued and to be issued hereunder. Such Additional Common Fund Bonds may, at the election of the Issuer as provided by Chapter 424, be further secured by the Tax Reserve Fund. Such Additional Common Fund Bonds shall have such identifying designation, be in such form and denominations, be dated, mature at such time or times, bear interest at such rate or rates, be subject to redemption at such times and prices, be executed substantially in the form and manner set forth herein and contain such other provisions not inconsistent herewith and with the Basic Resolution and as the Additional Supplemental Bond Resolution providing for the issuance thereof shall fix and determine. Such Additional Common Fund Bonds shall be payable from the Common Bond Fund as provided in the Basic Resolution. Prior to the adoption of the Additional Supplemental Bond Resolution authorizing the issuance of Additional Common Fund Bonds, the Issuer and the Tenant shall enter into an amendment to the Agreement which shall provide that the Basic Rent due under the Agreement shall be increased and computed so as to amortize in full the principal or Redemption Price of and interest on such Additional Common Fund Bonds and provide for the payment of any other costs in connection therewith. The Additional Common Fund Bonds shall be issued only in accordance with Sections 202 and 311(d) of the Basic Resolution.

Section 207. Form and Denominations. All Bonds shall be in fully registered form without coupons and payable to a named Person or registered assigns. Bonds shall each be of the denomination of \$5,000 or any integral multiple thereof. The Bonds may contain or have endorsed thereon such provisions, specifications and descriptive words as are:

- (a) not inconsistent with those provisions hereof and of the Basic Resolution that are applicable to all Bonds or to Common Fund Bonds generally;
- (b) necessary or desirable to comply with custom or the rules of any securities exchange or commission or brokerage board; or
- (c) authorized hereby or by any Additional Supplemental Bond Resolution adopted prior to the authentication and delivery of the Bonds.

Section 208. Execution of Bonds. Each Bond shall be executed, as provided by law, in the name and on behalf of the Issuer by the manual or facsimile signature of its Finance Officer (or such other person acting in the stead of the Finance Officer in accordance with law). Any Bond may be signed on behalf of the Issuer by any person who, at the date of such act, shall hold the proper office, and the validity thereof shall not be impaired by the fact that one or more of such officers authorized to execute such Bond shall have ceased to hold such office on the date of delivery of such Bond.

Section 209. *Authentication of Bonds*. Each Bond shall bear thereon a certificate of authentication, substantially in the following form, manually executed by the Trustee:

"Certificate of Authentication"

This Bond is one of the Common Fund Bonds described in the within-mentioned Basic Resolution and Supplemental Bond Resolution and is one of the Bonds of the City of Minneapolis referred to herein.

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Trustee

Dated:	Bv	[Manual]	
_ 5.55	Authorized Signature		

Only such Bonds that bear thereon the manually executed certificate of authentication shall be entitled to any security, right or benefit hereunder and under the Basic Resolution. No Bond shall be valid or obligatory for any purpose unless the certificate of authentication upon such Bond shall have been duly executed by the Paying Agent. The certificate of authentication upon any Bond executed as herein provided on behalf of the Issuer shall be conclusive and the only evidence that the Bond so authenticated has been duly authenticated and delivered hereunder and under the Basic Resolution and that the Holder thereof is entitled to the security, right or benefit hereunder and under the Basic Resolution.

Section 210. Appointment of Trustee as Transfer Agent for Bonds. The Trustee is hereby irrevocably appointed the agent of the Issuer for the registration, transfer or exchange of Bonds. The Trustee, on behalf of the Issuer, shall maintain and keep a Bond Register for the registration and transfer of the Bonds, and upon presentation thereof for such purpose, the Trustee shall register or cause to be registered thereon and permit to be transferred thereon or to be exchanged, under such reasonable regulations as the Trustee may prescribe, any Bond entitled to registration, transfer or exchange.

Section 211. Transfer of Bonds. Each Bond shall be transferable only upon the Bond Register at the office of the Trustee by the registered owner thereof in person or by his attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner or such duly authorized attorney. Upon the transfer of any such Bond, the Issuer shall execute and the Trustee shall authenticate and deliver a new Bond or Bonds registered in the name of the transferee of the same aggregate principal amount, series designation, maturity and interest rate as the surrendered Bond.

Section 212. Ownership of Bonds and Effect of Registration. The Issuer, the Trustee and any Paying Agent may treat and consider the person in whose name any Bond for the time being shall be registered upon the Bond Register as the Holder and absolute owner thereof, whether or not such Bond shall have matured, for the purpose of receiving payment of the principal or Redemption Price of and interest on such Bond and for all other purposes whatsoever, and neither the Issuer, the Trustee nor any Paying Agent shall be affected by any notice to the contrary, and payment of or on account of the principal or Redemption Price of and interest on such registered Bond shall be made only to or upon the order of such registered owner thereof. All payments made as in this Section 212 provided shall be valid and effectual to satisfy and discharge the liability upon the several Bonds to the extent of the sum or sums so paid.

Section 213. Bonds Mutilated, Destroyed, Stolen or Lost. In the event that any Bond is mutilated, destroyed, stolen or lost, the Issuer shall execute and the Trustee shall authenticate and deliver, in lieu of any such mutilated, destroyed, stolen or lost Bond, a new Bond of like date and denomination as the Bond mutilated, destroyed, stolen or lost, provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Trustee, and in the case of any such destroyed, stolen or lost Bond, there shall be first furnished to the Issuer and the Trustee evidence of such destruction, theft or loss satisfactory to the Issuer and the Trustee, together with indemnity satisfactory to them. The Issuer and the Trustee may charge the Holder of such Bond their reasonable fees and expenses in this connection. All such Bonds so surrendered to the Trustee shall be canceled by the Trustee.

In case any such mutilated, destroyed, stolen or lost Bond has become or is about to become due and payable, the Issuer may, instead of issuing a new Bond, cause the Trustee to pay such Bond out of money held by the Trustee and available for such purpose.

The provisions of this Section 213 are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement or payment of mutilated, destroyed, stolen or lost Bonds.

Section 214. Payment for and Limitations on Exchanges and Transfers. In all cases in which the privilege of exchanging or transferring Bonds is exercised, the Issuer shall execute and the Trustee shall authenticate and deliver the Bonds in accordance with the provisions hereof and of the Basic Resolution. The Bonds so delivered shall be in such form or denominations as shall permit the exchange or transfer for the surrendered Bonds in such manner that no gain or loss of interest results from such exchange or transfer. All Bonds surrendered in any such exchanges or transfers shall forthwith be canceled by the Trustee. For every such exchange or transfer of Bonds, the Trustee may make a charge sufficient to reimburse the Trustee for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. The cost of preparing each new Bond upon each exchange or transfer and any other expenses (except any applicable tax, fee or other governmental charge) of the Issuer or the Trustee incurred in connection with such exchange or transfer shall be paid by the Tenant pursuant to Section 2.03 of the Agreement. Neither the Issuer nor the Trustee shall be required to register, transfer or exchange Bonds for a period of fifteen (15) days next preceding any Interest Payment Date on Bonds or next preceding any selection of Bonds to be redeemed or thereafter until after the later of the first publication or mailing of notice of redemption of Bonds selected, called or being called for redemption as a whole or the portion being redeemed of any Bonds selected, called or being called for redemption in part.

Section 215. *Delivery of Temporary Bond*. In order to facilitate timely delivery of the Bonds, the Underwriters may elect, with respect to the Bonds, to receive in lieu of definitive Bonds a single temporary registered Bond that may be printed, lithographed, engraved, typewritten, mimeographed or otherwise reproduced, which Bond shall, upon the printing of the appropriate Bonds and the execution and authentication thereof, be exchanged therefor and canceled.

Section 216. *Book Entry Provisions*. Notwithstanding any provision of this Supplemental Bond Resolution to the contrary:

- (a) Upon initial issuance of the Bonds the ownership of one fully registered Bond for each maturity of the Bonds shall be registered in the name of Cede & Co. ("Cede"), as nominee of The Depository Trust Company ("DTC"), New York, New York. Payments of interest on, principal of and any premium on the Bonds shall be made to the account of Cede on each payment date at the address indicated for Cede in the Bond Register kept by the Trustee in accordance with arrangements acceptable to DTC and the Trustee. DTC has represented to the Issuer that it will maintain a book-entry system in recording ownership interests of its participants (the "Direct Participants"), and the ownership interests of a purchaser of a beneficial interest in the Bonds (a "Beneficial Holder") will be recorded through book entries on the records of the Direct Participants.
- With respect to Bonds registered in the name of Cede, the Issuer and the Trustee shall have no responsibility or obligation to any Direct Participant or to any Beneficial Holder of such Bonds. Without limiting the immediately preceding sentence, the Issuer and the Trustee shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any Direct Participant with respect to any beneficial ownership interest in the Bonds, (ii) the delivery of any Direct Participant, Beneficial Holder or other Person, other than DTC, of any notice with respect to the Bonds, including any notice of redemption, (iii) the payment of any Direct Participant, Beneficial Holder or other Person, other than DTC, of any amount with respect to the principal or redemption price of, or any interest on, the Bonds or (iv) any consent given or other action taken by DTC as Holder of the Bonds. With respect to the Bonds registered in the name of Cede, the Issuer and the Trustee may treat DTC as, and deem DTC to be, the absolute owner of each Bond for all purposes whatsoever including (but not limited to) (i) payment of the principal or redemption price of, and interest on, each such Bond, (ii) giving notices of purchase or redemption and other matters with respect to such Bonds and (iii) registering transfers with respect to such Bonds. The Trustee shall pay the principal or redemption price of, and interest on, all such Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to such principal or redemption price, and interest, to the extent of the sum or sums so paid. Until and unless the services of DTC as depository of the Bonds are terminated or discontinued, no Person other than DTC shall receive a Bond evidencing the obligation of the Issuer to make payments of principal or redemption price of, and interest on, the Bonds pursuant to this Supplemental Bond Resolution. Upon delivery by DTC to the Trustee of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the transfer provisions hereof, the word "Cede" in this Supplemental Bond Resolution shall refer to such new nominee of DTC.
- (c) (i) DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving reasonable written notice to the Issuer and the Trustee and discharging its responsibilities with respect thereto under applicable law.
 - (ii) The Trustee shall terminate the services of DTC with respect to the Bonds if the Issuer determines that the continuation of the system of book-entry-only transfers through DTC (or a successor securities depository) is not in the best interests of the Beneficial Holders of the Bonds or is burdensome to the Trustee, and

shall terminate the Services of DTC with respect to the Bonds upon receipt by the Trustee of written notice from DTC to the effect that DTC has received written notice from Direct Participants having interests, as shown in the records of DTC, in an aggregate principal amount of not less than 50% of the aggregate principal amount of the Bonds then Outstanding to the effect that; (a) DTC is unable to discharge its responsibilities with respect to the Bonds or (b) a continuation of the requirement that all of the Bonds be registered in the Bond Register in the name of Cede, as nominee of DTC, is not in the best interest of the Beneficial Holders of such Bonds.

- (d) Upon the termination of the services of DTC with respect to the Bonds pursuant to subsection (c)(ii)(b) hereof, or upon the discontinuance or termination of the services of DTC with respect to the Bonds pursuant to subsection (c)(i) or subsection (c)(ii)(a) hereof after which no substitute securities depository willing to undertake the functions of DTC hereunder can be found or which, in the opinion of the Trustee, is willing and able to undertake such functions upon reasonable and customary terms, the Bonds shall no longer be restricted to being registered in the registration books kept by the Trustee in the name of Cede as nominee of DTC. In such event, the Trustee shall transfer and exchange Bond certificates as requested by DTC or Direct Participants and confirmed by DTC of like principal amount, series and maturity, in Authorized Denominations to the identifiable Beneficial Holders in replacement of such Beneficial Holders' beneficial interests in the Bonds.
- (e) Notwithstanding any other provision of this Supplemental Bond Resolution to the contrary, so long as any Bond is registered in the name of Cede, as nominee of DTC, all payments with respect to the principal or redemption price of, and interest on, such Bond and all notices with respect to such Bond shall be made and given, respectively, to DTC as provided in the representation letter addressed to DTC with respect to the Bonds.
- (f) In connection with any notice or other communication to be provided to Holders pursuant to this Supplemental Bond Resolution by the Trustee with respect to any consent or other action to be taken by Holders, the Trustee shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent the Trustee is reasonably able to do so.
- (g) Notwithstanding any provision herein to the contrary, the Trustee may agree to allow DTC, or its nominee, Cede, to make a notation on any Bond redeemed in part to reflect, for informational purposes only, the principal amount and date of any such redemption.

ARTICLE III

REDEMPTION OF BONDS

Section 301. Privileges of Redemption and Redemption Prices. The Bonds issued pursuant hereto which are redeemable prior to maturity shall be subject to redemption upon notice as and to the extent provided in this Article III, at such time or times, in such order, and on such other terms and conditions, in addition to and consistent with this Article III, as is provided in the form of Bonds set forth herein and as shall be provided in the forms thereof with respect to Additional Common Fund Bonds issued pursuant to Section 206 hereof consistent with the Additional Supplemental Bond Resolution pursuant to which such Additional Common Fund Bonds may be issued (but shall not be redeemed prior to maturity except as so provided). In all cases any such redemption made shall be at a price equal to the principal amount of each Bond or portion thereof to be redeemed, plus such redemption premium or differing redemption premiums, if any, as shall be set forth in said Bonds and applicable upon such redemption, together with interest accrued to the Redemption Date. Except as may be otherwise provided herein, if less than all of the Bonds then

Outstanding are to be redeemed, the particular Bonds to be redeemed shall be selected by inverse order of maturity and within a maturity as set forth in Section 302 hereof.

Section 302. Selection of Bonds to be Redeemed. In the event of redemption of Bonds of like maturity, the Trustee shall assign a distinctive number for each \$5,000 of principal amount of each Bond to be so redeemed and shall select the principal amount to be so redeemed, using such method of selection from the assigned numbers as the Trustee shall deem proper in its discretion. The Bonds to be redeemed shall be the Bonds to which were assigned numbers so selected, but only so much of the principal amount of each such Bond of a denomination of more than \$5,000 shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected. For the purposes of this Section 302, Bonds, or portions thereof, which have been selected for redemption shall not be deemed Outstanding, and the order of selection for such Bonds shall remain the same upon exchange or transfer thereof pursuant to Section 211 hereof.

Section 303. Notice of Redemption.

- (a) In the case of the redemption of any Bonds, the Trustee, in accordance with the terms and provisions of all Bonds and of this Supplemental Bond Resolution, shall select the Bonds to be redeemed and shall give notice of the redemption of such Bonds. However, the Trustee shall not give notice for redemption pursuant to Section 306 hereof prior to deposit of the applicable Redemption Price in the Redemption Fund.
- (b) The notice shall specify the maturities of the Bonds to be redeemed, the Redemption Date and the place or places where amounts due upon such redemption shall be payable and, if less than all of the Bonds of any like maturity are to be redeemed, the letters and numbers or other distinguishing marks of such Bonds so to be redeemed, and, in the case of a Bond to be redeemed in part only, such notice shall also specify the portion of the principal amount thereof to be redeemed. Such notice shall further state that on such Redemption Date there shall become due and payable upon each Bond to be redeemed the Redemption Price thereof or the Redemption Price of the specified portion of the principal thereof in the case of a registered Bond to be redeemed in part only, together with interest accrued to such Redemption Date, and that from and after such date interest thereon shall cease to accrue and be payable. The Trustee shall mail a copy of such notice, first-class mail, postage prepaid, not less than thirty (30) nor more than sixty (60) days before such Redemption Date, to the registered owner of each Bond all or a portion of which is to be redeemed, at said owner's last address, if any, appearing upon the Bond Register maintained by the Trustee, but failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceedings for the redemption of Bonds. Such notice shall additionally be sent to www.emma.msrb.org. Notwithstanding the foregoing, the Trustee shall, to the extent required by law, publish notice of any redemption of Bonds in an Authorized Newspaper.
- (c) For the purpose of discharging Bonds as provided in Section 603 of the Basic Resolution greater than 60 days prior to a redemption date for the Bonds, notice of redemption shall be deemed given if the Issuer shall have given the Trustee irrevocable instructions to provide the notice of redemption as required in (b) above.

Section 304. Payment of Redeemed Bonds. Notice having been given in the manner provided in Section 303 hereof, the Bonds or portions thereof called for redemption and specified in said notice shall become due and payable on the Redemption Date specified in said notice at the applicable Redemption Prices on such Redemption Date, plus unpaid interest on the Bonds or portions thereof accrued to such Redemption Date, and upon presentation and surrender thereof at the place or places specified in the notice together with a written instrument of transfer duly executed by the registered owner or by his attorney duly authorized in writing, the Bonds or portions thereof shall be paid at the Redemption Prices, plus unpaid interest on the Bonds or portions thereof accrued to the Redemption Date. If there shall be called for redemption less than all of a Bond, the Issuer shall execute and the Paying Agent shall authenticate and cause to be delivered, upon the surrender of such Bond, without charge to the owner thereof, for the

unredeemed balance of the principal amount of the Bond so surrendered, Bonds of like series designation, interest rate and maturity in any of the authorized denominations and registered in such name or names as may be requested. If on such Redemption Date, money for the redemption of all the Bonds of any like maturity to be redeemed, together with interest thereon accrued and unpaid to such Redemption Date, shall have been on deposit with the Paying Agent so as to be available therefor on such Redemption Date and if notice of redemption thereof shall have been given as aforesaid, then from and after such Redemption Date interest on the Bonds or portions thereof of such maturity so called for redemption shall cease to accrue and become payable and said Bonds shall no longer be considered as Outstanding hereunder. All money on deposit with the Paying Agent for the redemption of particular Bonds shall be held in trust for the account of the Holders of the Bonds to be so redeemed. Any Bonds redeemed shall be paid, to the extent available, from funds held by the Trustee other than Preference Funds.

Section 305. Sinking Fund Redemption. In the event that the Finance Officer by certification under Section 203 hereof designates one or more term bonds, such term bonds shall be subject to mandatory sinking fund redemption, in part, in integral multiples of \$5,000, with the particular Bonds to be redeemed to be selected by the Trustee and notice of redemption to be given by the Trustee in accordance with the provisions of this Supplemental Bond Resolution. Such mandatory sinking fund redemptions shall be at a redemption price equal to one hundred percent (100%) of par, plus accrued interest to the date fixed for mandatory sinking fund redemption (the "Mandatory Sinking Fund Redemption Date").

In the event that Bonds are purchased by the Issuer or the Tenant, or Bonds are redeemed pursuant to Section 306 hereof, the Bonds so purchased, or redeemed, at the option of the purchaser (in the case of purchased Bonds) or the Issuer (in the case of redeemed Bonds), may be applied as a credit against any subsequent mandatory sinking fund redemption payment for the Bonds, and such credit shall be equal to the principal amount of Bonds so purchased or redeemed, provided that notice of such election has been delivered to the Trustee not less than sixty days prior to the date of such mandatory sinking fund redemption. In such case, the principal amount of Bonds to be redeemed on such Mandatory Sinking Fund Redemption Date shall be reduced by the principal amount of Bonds so purchased or redeemed that are delivered to the Trustee on or before the date the notice of such election has been delivered to the Trustee. Any credit given to a mandatory sinking fund redemption pursuant to this paragraph shall not affect any subsequent mandatory sinking fund redemption which shall remain payable in such amounts and on such terms as otherwise set forth herein.

Section 306. Optional Redemption. The Bonds maturing after December 1, 2020, are subject to redemption prior to maturity, at the option of the Issuer, in whole or in part and from time to time, on December 1, 2020, and on any Interest Payment Date thereafter, after the notice of redemption given in accordance with the terms of this Supplemental Bond Resolution, at a Redemption Price (expressed as a percentage of the principal amount to be redeemed) set forth below, plus accrued interest to the Redemption Date:

Redemption Date Redemption Price

December 1, 2020 and thereafter 100%

The terms set forth in this Section 306 are subject to adjustment and modification and if adjusted, such terms shall be finally designated by certification of the Finance Officer of the Issuer delivered in connection with Bond Closing. Such adjustment may include the addition of a redemption premium on certain dates.

Section 307. Extraordinary Optional Redemption. The Bonds are subject to redemption prior to maturity, at the option of the Issuer, in whole but not in part, on any date upon notice as provided in Section 303 hereof, at a Redemption Price equal to the principal amount thereof, plus accrued interest to the Redemption Date, following termination of the Agreement and prepayment by the Tenant of all amounts payable thereupon pursuant to Section 7.03 of the Agreement, which termination may occur at the election

of Tenant only upon the occurrence of certain events of casualty, condemnation, changes of law, or other occurrences as described in such provision of the Agreement.

Section 308. Taxability Redemption. The Series 2010-2A Bonds shall be redeemed prior to maturity, in whole but not in part, on any date upon notice as provided in Section 303 hereof, if the Facility is purchased pursuant to Section 6.12 of the Agreement because interest on the Series 2010-2A Bonds has become includable in gross income for Federal income tax purposes, at a Redemption Price equal to the principal amount of the Series 2010-2A Bonds plus accrued interest to the Redemption Date; provided, however, that if interest on the Series 2010-2A Bonds has become includable in gross income for Federal income tax purposes as a result of the failure of the Tenant to comply with a requirement of the Code (as defined herein and as separately defined in the Agreement) or Regulations, or as a result of any other cause under the control of the Tenant, then the Redemption Price shall be one hundred and three percent (103%) of the principal amount of Outstanding Series 2010-2A Bonds plus accrued interest to the Redemption Date.

Section 309. Default Redemption. The Bonds are subject to redemption prior to maturity, at the option of the Issuer, in whole but not in part, on any date upon notice as provided in Section 303 hereof, at a Redemption Price equal to the principal amount thereof, plus accrued interest to the Redemption Date, following the occurrence of all of the following: (i) an Event of Default, as defined in the Agreement, has occurred and is continuing; (ii) the Issuer has exercised its option to declare an acceleration of all Basic Rent to become due under the Agreement pursuant to Section 8.02(a) of the Agreement; and (iii) the Issuer has determined that sufficient amounts can be derived from the Facility, proceeds of the Bonds (or any refunding bonds) available therefor, sums in the Common Bond Fund available therefor, or any combination of the foregoing amounts or otherwise to discharge the Bonds pursuant to the Basic Resolution.

ARTICLE IV

ADDITIONAL GENERAL COVENANTS AND FUNDS

Section 401. *Maintenance and Repair*. The Issuer covenants that the Issuer shall at all times use its best efforts to cause the Tenant to maintain, preserve and keep the Facility in good condition, repair and working order.

Section 402. Recording and Filing. The Trustee shall cause the Agreement or a short form thereof and all related financing statements concerning the Facility to be kept, recorded, and filed in such manner and in such places as may be required by law in order to fully preserve and protect the Issuer's title to and security interest in the Facility and shall cause rerecording and refiling of each financing statement and each supplement thereto as is necessary to maintain, preserve and protect such title and security interest.

Section 403. Construction Fund.

- (a) There is hereby created and established a separate and special Construction Fund to be held by the Trustee, in which there shall be deposited at the Bond Closing or thereafter, the additional contributions, if any, required by the Agreement, all proceeds of the Bonds, including any capitalized interest, but excluding proceeds required to be deposited in the Common Bond Fund pursuant to Section 405 hereof and proceeds of the Bonds deposited in the Costs of Issuance Account of the Construction Fund pursuant to this Section 403. Amounts in the Construction Fund shall be withdrawn or disbursed pursuant to Section 3.03 and 3.04 of the Agreement and this Article IV.
- (b) Subject to Section 413 hereof, but notwithstanding any other provision herein or in the Agreement, upon the occurrence and continuance of an Event of Default as defined in the Agreement, the Issuer may apply any amounts in the Construction Fund (i) to discharge

any obligations of the Tenant under the Agreement, or (ii) to redeem Bonds if the Issuer elects to redeem all outstanding Bonds upon acceleration of the Basic Rent due under the Agreement pursuant to Section 8.02(a) of the Agreement.

- (c) Subject to Section 413 hereof, but notwithstanding any other provision herein, any sums transferred from the Construction Fund as Retained Funds shall be credited and be applied by the Issuer in accordance with the applicable requirements of the Agreement. Subject to Section 413 hereof, all proceeds of the Bonds and earnings derived from the investment of such proceeds that are required by the Agreement to be held by the Trustee as Restricted Funds shall be applied in accordance with the provisions of Treasury Regulations Sections 1.142-2 and 1.144-2 and any amendments thereof or supplements thereto.
- (d) Subject to Section 413 hereof, upon any purchase of the Facility by Tenant pursuant to Sections 6.09 or 7.04 of the Agreement, amounts in the Construction Fund shall be transferred to the Debt Service Account.
- (e) There is hereby created and established a separate and special account in the Construction Fund to be known as the "Costs of Issuance Account" to be held by the Trustee, in which there shall be deposited at the Bond Closing any money contributed by the Tenant and designated by the Tenant to be deposited in the Costs of Issuance Account, together with proceeds of the Bonds designated by the Tenant for deposit to the Costs of Issuance Account (but in no event shall such amount which consists of proceeds of the Series 2010-2A Bonds exceed 2% of the proceeds thereof). Amounts in the Costs of Issuance Account shall be disbursed within 30 days of the date of issuance of the Bonds to pay costs of issuance of the Bonds.

Section 404. Common Bond Fund. Any accrued interest on the Bonds delivered at Bond Closing, all Net Revenues with respect to the Facility and the Agreement, Basic Rent, interest accruing on past due Basic Rent, all Retained Funds, Collateral Proceeds, Prepaid Net Revenues, and all other sums payable into the Common Bond Fund pursuant hereto or the Agreement, shall be credited to the Common Bond Fund, as received, and, subject to the Tenant's rights (if any) to earnings on the Reserve Deposit pursuant to the terms of the Agreement, are hereby pledged to the Common Bond Fund to the extent and in the manner provided in the Basic Resolution and herein. Subject to Section 413 hereof, amounts deposited in the Common Bond Fund (or any subaccounts therein) shall be credited against installments of Basic Rent or to the benefit of the Tenant only as and to the extent provided in the Agreement; provided that, subject to the Agreement, earnings on sums in the Common Bond Fund (including earnings on money credited to the Debt Service Account, the Common Reserve Account, and all subaccounts therein) shall not be credited against any installments of Basic Rent or otherwise to the benefit of the Tenant, but shall accrue to the benefit of the Issuer and shall be credited and applied in accordance with the Basic Resolution. Except as otherwise set forth in the Agreement, all amounts deposited in the Common Bond Fund pursuant hereto shall secure the payment of Common Fund Bonds to the extent and in the manner provided in the Basic Resolution.

Section 405. Debt Service Account and Common Reserve Account.

(a) At Bond Closing the Issuer shall deposit into the Debt Service Account in the Common Bond Fund proceeds of the Bonds to the extent of interest accrued on the Bonds from their nominal issuance date to the Bond Closing. All Net Revenues with respect to the Facility or the Agreement and Basic Rent (and all interest accruing on past due amounts therefor) shall be deposited in the Debt Service Account in the Common Bond Fund, together with any amounts transferred from the Common Reserve Account which are being credited in accordance herewith or the Agreement to the benefit of the Tenant against installments of Basic Rent or other payments due under the Agreement.

- (b) At Bond Closing there shall be deposited in the Common Reserve Account by the Issuer cash in an amount, or a Reserve Letter of Credit drawable in an amount, not less than the Minimum Deposit. Any amounts drawn under a Reserve Letter of Credit shall be deposited in the Common Reserve Account. The Issuer may substitute a Reserve Letter of Credit for all or a portion of the cash deposited in the Common Reserve Account at the Bond Closing by providing a Reserve Letter of Credit for deposit therein in the amount of such withdrawal; provided, however, that the Issuer shall have first obtained a written opinion of Bond Counsel that such transaction will not cause interest on the Series 2010-2A Bonds to become includable in gross income for purposes of Federal income taxation.
- (c) Any funds in the Construction Fund transferred pursuant to Section 3.04 of the Agreement and not constituting Restricted Funds shall be deposited in the Common Reserve Account as Retained Funds, together with any amounts otherwise required hereunder to be deposited in the Common Reserve Account or subaccount thereof. Amounts deposited hereunder or pursuant to the Agreement in a subaccount in the Common Reserve Account shall be credited to the benefit of the Tenant and applied, if at all, only in accordance with Sections 2.02 and 2.03 of the Agreement, and such amounts so credited, to the extent they are or become available therefor, shall be transferred from any such subaccount in the Common Reserve Account into the Debt Service Account as and to the extent such amounts are applied against payments of Basic Rent or other items due and payable under the Agreement.

Section 406. Property Insurance and Award Fund.

- (a) The proceeds of fire and extended coverage insurance on the Facility received under the Agreement from a claim for loss in excess of \$50,000 per occurrence or \$100,000 per calendar year in the aggregate and any award in the event of Condemnation of the Facility or any part thereof as referred to in Section 5.02 of the Agreement are to be paid to the Issuer. The Issuer shall deposit all such insurance proceeds and any award received in the Property Insurance and Award Fund to be established and held by the Trustee in the event that the Trustee receives any such insurance proceeds or any such award. Any money deposited in the Property Insurance and Award Fund shall be withdrawn only for the purposes and upon the conditions stated in this Section 406.
- (b) The Issuer shall first deduct from any Condemnation Award or insurance proceeds any costs reasonably incurred by the Issuer or the Tenant in connection with the Condemnation proceedings or the collection of the insurance, including, but not limited to, attorneys' fees, witness fees and any extraordinary expenses of the Issuer or the Tenant in connection therewith. The amount remaining after such payments is referred to in this Section 406 as the "Net Proceeds."
- (c) In the event that the Tenant exercises its option to terminate the Agreement as provided in Section 7.03 of the Agreement, the Net Proceeds shall be deemed "Prepaid Net Revenues" under Section 101 of the Basic Resolution and shall be deposited in a separate subaccount in the Common Reserve Account and may be applied therein as provided in Section 403(d) of the Basic Resolution.
- (d) Subject to Section 5.04 of the Agreement, if the conditions for termination under Section 7.03 of the Agreement do not exist or the option to terminate thereunder is not exercised, the Net Proceeds shall be retained in the Property Insurance and Award Fund, and the Tenant is required under Article V of the Agreement to restore the Facility after any such casualty or Condemnation. The following items shall be deposited with the Issuer and the Trustee before any disbursement is made from the Property Insurance and Award Fund to pay such cost of restoration:

- (i) plans and specifications reasonably satisfactory to the Issuer for restoration of the Facility, which restoration the Tenant is required to effect in accordance with Section 5.01 or Section 5.02 of the Agreement, as the case may be;
- (ii) a contract or contracts for the furnishing of work and materials required for restoration in accordance with the plans and specifications, with a payment and performance bond or bonds (unless otherwise agreed by the Issuer) in an aggregate amount at least equal to the total cost of restoration under the contract or contracts conditioned for the completion thereof in accordance with the plans and specifications and for the payment of all claims for labor and materials to be incorporated in the Facility in the course of restoration;
- (iii) a certificate of a member of the Issuer's staff approving: (A) the plans and specifications for such restoration, (B) the contract or contracts, and (C) the payment and performance bond or bonds, if any, which approval the Issuer has agreed shall not be unreasonably withheld, provided that upon the passage of fifteen (15) days from the receipt of such plans and specifications, contracts, and bonds during which the Issuer has not given such certificate, the requirement of this subparagraph (iii) need not be satisfied; and
- (iv) cash or a certified check (or a letter of credit in form and substance reasonably acceptable to the Issuer) for any amount by which the total cost of restoration as then ascertained or estimated exceeds the balance then on hand in the Property Insurance and Award Fund.
- After compliance with Section 406(d) hereof, where applicable, the Trustee shall (e) pay costs of restoration to the Tenant or other persons entitled thereto, subject to customary restrictions on disbursement, as such restrictions are deemed applicable or appropriate by the Issuer; provided that, unless waived by the Issuer, not more than ninety percent (90%) of the total cost of restoration as so certified pursuant to Section 3.03 of the Agreement shall be paid until receipt by the Issuer of (i) an Opinion of Independent Counsel stating that all filings and other steps necessary to perfect the security interests and title created by the Agreement in all personal property which constitutes part of the Facility as a result of such restoration, as against third party creditors of or purchasers for value from the Tenant, have been completed and that the personal property which constitutes part of the Facility is subject to no liens and encumbrances except Permitted Encumbrances or such other encumbrances consented to by the Issuer and the Tenant, and (ii) an endorsement to the title insurance policy delivered under Section 205(b)(iv) hereof with respect to the real property constituting part of the Facility in form and substance acceptable to the Issuer. In the event that the restoration of the Facility to substantially the condition existing before a taking by Condemnation would require the furnishing of land or rights or interests in land additional to or in substitution for any part or all of the Facility Premises, the cost thereof may be added to the cost of restoration to be paid under the provisions of this Section 406 if such acquisition is authorized by the Issuer and there are filed with the Issuer evidence of the acquisition of such land or an interest therein, together with an endorsement to the title insurance policy delivered under Section 205(b)(iv) hereof in relation to such additional or substituted land and rights or interests therein, all in form and manner acceptable to the Issuer. Any additional property or rights or interest therein so acquired shall be and become part of the Facility as fully as though originally set forth and described in Exhibits A and B of the Agreement.
- (f) Any Net Proceeds not used for such restoration shall, upon completion of such restoration, be credited to a separate subaccount of the Common Reserve Account in the Common Bond Fund and applied and credited in accordance with the Basic Resolution and the Agreement.
- (g) All earnings on sums in the Property Insurance and Award Fund shall be credited to such fund for the purposes permitted in this Section 406.

Section 407. *Prepayment of Basic Rent*. Any prepayment by the Tenant of Basic Rent as provided in Section 7.02 of the Agreement shall be deposited in a separate subaccount of the Common Reserve Account for Retained Funds and credited and applied as provided in such Section 7.02 of the Agreement.

Section 408. Compliance with Arbitrage Restrictions; Restriction on Yields; Rebates.

- (a) The Issuer hereby covenants and agrees, with respect to the Series 2010-2A Bonds, that the Issuer will take all actions necessary to ensure compliance with Section 148 of the Code and applicable Regulations. On the Bond Closing the Issuer shall deliver investment instructions to the Trustee, with respect to the funds and accounts held by the Trustee, setting forth the arbitrage restrictions applicable to the money and investments credited to such funds and accounts and the actions to be taken by the Trustee to determine the Rebate Amounts and the deposits to and disbursements from the Rebate Fund. The Trustee is hereby authorized to take all actions directed by the Issuer in such investment instructions and in any subsequent investment instructions delivered to the Trustee by the Issuer.
- (b) The Issuer hereby finds, determines, and covenants that the Agreement, together with all other agreements heretofore or hereafter entered into by the Issuer and deemed to be "purpose investments" with respect to the Bonds, carry out and shall continue to carry out a program of economic development within the City and a "governmental program" within the meaning of Section 1.148-1(b) of the Regulations and that:
 - (i) said program of the Issuer involves and shall continue to involve acquisition of purpose investments;
 - (ii) at least ninety-five percent (95%) of all such purpose investments acquired under the program, by amount of cost outstanding, are and shall continue to be evidences of loans to be made to a combination of a substantial number of Persons representing the general public, loans to 501(c)(3) organizations, loans to provide housing and related facilities, or any combination of the foregoing;
 - (iii) at least ninety-five percent (95%) of all of the amounts received by the Issuer with respect to such purpose investments acquired under the program are or shall continue to be used for one or more of the following purposes: to pay the principal or Redemption Price and interest or otherwise to service the debt on bonds or notes of the Issuer relating to the governmental program, to reimburse the Issuer or to pay for administrative costs of issuing such bonds or notes, to reimburse the Issuer or to pay for administrative and other costs and anticipated future losses directly related to the program financed by such bonds or notes, to make additional loans for the same general purposes specified in such program or to redeem and retire such bonds or notes at the next earliest possible date of redemption; and
 - (iv) the program documents require that any Person (or any related person, as defined in Section 144(a)(3) of the Code) with whom the Issuer may, under the program, enter into a purpose investment shall not, pursuant to an arrangement, formal or informal, purchase bonds or notes of the Issuer in an amount related to the amount of the obligations to be acquired under the program from such Person by the Issuer;

unless and to the extent that Bond Counsel determines all or any of the foregoing requirements need not be met for purposes of preventing any bonds or notes of the Issuer from becoming arbitrage bonds.

Section 409. Compliance with Information Reporting Requirements. The Issuer shall comply with the information reporting requirements of Section 149(e) of the Code, and the Finance Officer and other officers of the Issuer are hereby authorized to perform all such acts necessary or appropriate therefor.

Section 410. [Intentionally Omitted].

Section 411. Redemption Fund.

- (a) There is hereby created and established a separate and special Redemption Fund, to be held by the Trustee as a fund separate from the Common Bond Fund and the IDB Account. Amounts deposited therein, other than Rebate Amounts, are hereby pledged solely to the payment of the Redemption Price on the Bonds duly called for redemption or repayment to the Issuer as provided herein.
- (b) There shall be deposited in the Redemption Fund, all amounts to be paid as the Redemption Price on any Bonds to be called for redemption pursuant to Sections 306, 307, 308 and 309 hereof. Such amounts shall be deposited prior to notice of such redemption being given pursuant to Section 303 hereof. Earnings on the investment of amounts deposited in the Redemption Fund shall also be deposited in such fund.
- (c) Subject to Section 413 hereof, amounts in the Redemption Fund shall be applied to payment when due of the Redemption Price payable on any Bonds duly called for redemption by transfer thereof to the Paying Agent on the date when due. Amounts remaining in the Redemption Fund and not required for the payment of any Redemption Price of Bonds duly called for redemption, shall be transferred by the Trustee at the direction of the Issuer.
- (d) Amounts in the Redemption Fund shall be invested solely in direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the Government National Mortgage Association, Federal Intermediate Credit Banks, Banks for Cooperatives, Federal Land Banks, the Export-Import Bank of the United States or the Federal Home Loan Bank; provided, however, no amounts may be invested for a period expiring later than the earlier of ninety-one (91) days or the next succeeding Interest Payment Date on which Bonds will be redeemed. Amounts in the Redemption Fund shall not be invested at a yield greater than the yield on the Series 2010-2A Bonds following 30 days from the deposit thereof unless an Opinion of Bond Counsel is obtained stating that a higher yield is permitted without causing the Series 2010-2A Bonds to become arbitrage bonds within the meaning of Section 148 of the Code.

Section 412. *Draws on the Reserve Letter of Credit*. The following shall be applicable only if there is a Reserve Letter of Credit for the Bonds:

- (a) if (i) the Tenant shall fail at any time or times to pay when due (including any applicable grace period) any Basic Rent (including amounts due by acceleration), or (ii) any Basic Rent previously paid is required by law to be disgorged by the Issuer, the Trustee, or holders because of the bankruptcy or insolvency of the Tenant, or (iii) any amount is then drawable under the Basic Resolution from the applicable subaccount for Reserve Deposits established in the Common Reserve Account, then to the extent of amounts drawable the Trustee may submit a draw under the Reserve Letter of Credit, and shall provide a notice of such draw to the Tenant. Amounts so drawn shall be deposited in the Common Reserve Account, subject to withdrawal pursuant to the Basic Resolution.
- (b) The Trustee shall submit a draft to fully draw under the Reserve Letter of Credit no more than forty-five (45) days and no less than thirty (30) days prior to its expiration unless (i) such expiration is on or after the date on which all principal of, premium, if any, and interest on the Bonds is paid in full, or (ii) prior to such draw an Approved Substitute Letter of Credit drawable in an amount not less than the amount drawable under the expiring Reserve Letter of Credit shall have been delivered to the Trustee, or immediately available funds (in United States currency) in an amount equal to the amount drawable under the expiring Reserve Letter of Credit shall be delivered

to the Trustee for deposit in a subaccount in the Common Reserve Account. Amounts so drawn shall be deposited in a subaccount in the Common Reserve Account.

Section 413. Computation and Transfer of Rebate Amounts. The Issuer shall cause the Rebate Amounts to be determined in such manner and at such times as required by Section 148 of the Code and applicable Regulations. The Issuer shall cause money to be deposited in the Rebate Fund in such amounts and at such times as to permit payment from the Rebate Fund to the government of the United States of America of all Rebate Amounts when due. Notwithstanding any term of this Supplemental Bond Resolution or the Agreement to the contrary, the Trustee shall transfer any money from any fund or account held by the Trustee to the Rebate Fund if directed to do so by the Issuer and shall deposit in the Rebate Fund any money delivered to the Trustee with directions that it be deposited in the Rebate Fund.

Section 414. Rebate Fund. There is hereby created and established a separate and special Rebate Fund, to be held by the Trustee as a fund separate from the Common Bond Fund and the IDB Account. There shall be deposited in the Rebate Fund all Rebate Amounts required to be transferred or deposited to such fund. The Trustee, on behalf of and at the direction of the Issuer, shall cause amounts in the Rebate Fund to be paid to the government of the United States in the amounts and on the dates required by Section 148 of the Code and applicable Regulations. The Issuer shall timely pay all Rebate Amounts to the United States which are not paid by the Trustee pursuant to the preceding sentence. Until all Rebate Amounts payable to the United States have been duly paid, amounts in the Rebate Fund shall be applied solely to such payments. Following the full and final payment to the government of the United States of all Rebate Amounts, the Trustee shall promptly transfer amounts remaining in the Rebate Fund, if any, to the IDB Account.

Section 415. Tax Reserve Fund. Whenever all amounts in the Common Reserve Fund and the IDB Account have been expended and all amounts have been drawn under the Letter of Credit or further draws thereunder are for any reason unavailable (or if the Letter of Credit is no longer outstanding) and the Trustee has determined that without receipt of amounts from the Tax Reserve Fund principal, interest or the Redemption Price of the Bonds would not be paid when due under the terms of the Bonds or would continue past due, the Trustee shall certify the same to the Finance Officer and shall further certify to the Finance Officer the amount then required to be received and applied to the payment of the principal, interest or Redemption Price of Outstanding Designated Common Fund Bonds in order to prevent the Issuer from defaulting on any such payment. Funds received by the Trustee from the Finance Officer shall be applied only to the payment of principal, interest or Redemption Price of Outstanding Designated Common Fund Bonds. Except as otherwise provided herein, the Issuer is under no obligation to provide money to the Trustee except from amounts in the Tax Reserve Fund that have been deposited in the Tax Reserve Fund pursuant to the terms of Chapter 424. If the amount received, together with all other amounts available to the Trustee, is not sufficient to pay all principal or Redemption Price of and interest then due on Designated Common Fund Bonds, the Trustee shall apply the balance first to pay pro rata the interest then due on all such Designated Common Fund Bonds and the Trustee shall apply any remaining balance first to the pro rata payment of principal of the then matured (but unaccelerated) Outstanding Designated Common Fund Bonds and then to the payment of all other principal due on Common Fund Bonds and other items payable from the Common Bond Fund in respect of such Outstanding Designated Common Fund Bonds.

Section 416. Earnings Pledge. The Issuer agrees that it shall irrevocably pledge all earnings on the IDB Account to the repayment of Common Fund Bonds on the same terms as other funds in the IDB Account (irrespective of whether, at such time or any time thereafter, the sum in the IDB Account may exceed \$10,000,000); provided, however, that no sums in the IDB Account in excess of \$20,000,000 need be pledged by reason of this Section 416.

Section 417. Investments by Issuer. All sums held in the funds or accounts established hereunder, to the extent practicable and permitted by the Act, will be invested as provided in Section 501 of the Basic Resolution. The Issuer, at its discretion, may allow the Tenant to direct the investment of the Reserve Deposit with respect to the Bonds. In such event, the Trustee shall value the investments in the Reserve Deposit on each January 1, April 1, July 1 and October 1, at the lower of cost or fair market value. If, pursuant to

such valuation, the Reserve Deposit is less than the Minimum Deposit, the Trustee shall immediately notify the Tenant and the Issuer.

ARTICLE V

POSSESSION, USE AND RELEASE OF PROPERTY

Section 501. Possession and Use. Subject to the terms of this Supplemental Bond Resolution and the Agreement, until the occurrence of an "Event of Default" as defined in the Agreement, the Tenant shall be permitted to possess, use and enjoy the Facility (except cash or other personal property deposited or pledged or determined by the terms hereof to be deposited or pledged to the Issuer) as permitted under the Agreement and to receive and use the issues and profits of the Facility.

Section 502. Conveyance for Access or Other Easement. Subject to the terms of the Agreement, the Tenant is authorized, without consent of or notice to the Holders of any Bonds, to grant such conveyance or easement as the Issuer deems necessary to give adequate ingress or egress to and from the Facility Premises and to grant any other easement on the Facility Premises as the Issuer deems appropriate so long as the Issuer determines that such easement shall not materially impair the structural integrity of the Facility.

Section 503. Release of Encumbered Facility Equipment. The Issuer is authorized, without consent or notice to the Holders of any Bonds, to permit the Tenant to remove Facility Equipment from time to time in accordance with the terms and conditions set forth in Section 4.04 of the Agreement and release the same from the Issuer's security interest therein or on such other terms as the Issuer deems appropriate, so long as the Issuer determines that such removal and release shall not materially impair the structural integrity of the Facility.

ARTICLE VI

SUPPLEMENTAL AND AMENDATORY RESOLUTIONS

Section 601. Supplemental and Amendatory Resolutions Not Requiring Consent of Holders. The Issuer may, from time to time and at any time, without the consent of or notice to any of the Holders of any Bonds, and, when so required by this Supplemental Bond Resolution, shall adopt a resolution or resolutions supplemental hereto or amendatory hereof so as to thereby:

- (a) permit the issuance of Additional Common Fund Bonds as provided in Section 202 and Section 311(d) of the Basic Resolution;
- (b) cure any ambiguity, formal defect, omission or error herein or in any other supplemental bond resolution concerning Common Fund Bonds;
- (c) grant for the benefit of the Holders of any Common Fund Bonds or any Holders of the Bonds herein authorized any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon such Holders;
- (d) substitute or add additional equipment, machinery or land or release land or property in the manner, if any, specifically provided herein or more precisely identify any machinery forming a part of the Facility;
- (e) modify, eliminate and/or add to the provisions hereof to such extent as shall be necessary to prevent any interest on the Series 2010-2A Bonds from becoming includable in gross income for purposes of federal income taxation;

- (f) make any other change deemed by the Issuer necessary to reconcile this Supplemental Bond Resolution with the Agreement or any amendment thereto; or
- (g) make any change to this Supplemental Bond Resolution which, in the reasonable judgment of the Issuer, is not to the prejudice of any Holders of Bonds.

Section 602. Supplemental and Amendatory Resolutions Requiring Consent of Holders. Exclusive of supplemental and amendatory resolutions covered by Section 601 hereof and subject to the terms and provisions contained in this Section 602 and not otherwise, the Issuer, upon receipt of an instrument evidencing the consent to the below-mentioned supplemental or amendatory resolution by the Holders of not less than fifty-one percent (51%) of the aggregate principal amount of the Bonds then outstanding, such consent being secured in accordance with the provisions of Sections 801 and 802 hereof, shall adopt such other resolution or resolutions supplemental or amendatory thereto as shall be deemed necessary and desirable for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained herein or in any other supplemental or amendatory resolution; provided, however, that nothing herein contained shall permit or be construed as permitting:

- (a) any amendment which is inconsistent with the terms and conditions of the Basic Resolution and the provisions relating to the IDB Account established by the IDB Account Resolution;
- (b) an extension of the maturity of the principal of any Bond or an extension of the interest on any Bond not held by a consenting Holder;
- (c) a reduction in the principal amount of any Bond or a reduction in the rate of interest due on any Bond not held by a consenting Holder;
- (d) a privilege or priority of any Bond or Bonds over any other Bond or Bonds, except as otherwise provided herein; or
- (e) a reduction in the aggregate principal amount of the Bonds required for consent to such supplemental or amendatory resolution (except as otherwise provided herein or in the Agreement or any amendment thereto made without Holder consent under Section 601 hereof), without the consent of the Holders of one hundred percent (100%) of the principal amount of the Bonds (or, in the case of an amendment described in Section 602(a) hereof, all Common Fund Bonds) then Outstanding, such consent being secured in accordance with Section 801 hereof.

Anything herein to the contrary notwithstanding, a supplemental or amendatory resolution under this Article VI which adversely affects the rights of the Tenant under the Agreement shall not become effective unless and until the Tenant shall have consented in writing to the adoption and delivery of such resolution. In this regard, the Issuer shall cause notice of the proposed adoption of any such Additional Supplemental Bond Resolution, together with a copy of the proposed Additional Supplemental Bond Resolution, to be mailed by certified or registered mail to the Tenant at least twenty (20) days prior to the proposed date of adoption of any such Additional Supplemental Bond Resolution. The Tenant shall be deemed to have consented to the adoption of any such Additional Supplemental Bond Resolution if the Issuer does not receive a letter of protest or objection thereto, signed by an authorized representative of the Tenant, on or before 4:30 p.m., Central Standard or Central Daylight Time, whichever is then in effect, on the fifteenth (15th) day after the mailing of said notice and a copy of the proposed Additional Supplemental Bond Resolution to the Tenant, unless such fifteenth (15th) day falls on a Sunday or legal holiday, in which event, the letter of objection must be received on the next succeeding Business Day.

ARTICLE VII

AMENDMENTTO AGREEMENT

Section 701. Amendments Without Holder Consent. The Issuer and the Tenant may, without the consent of or notice to any of the Holders of Bonds, consent to any amendment to or change or modification of the Agreement to effect any change therein which, in the reasonable judgment of Bond Counsel, does not jeopardize the exclusion from gross income of interest on any Series 2010-2A Bonds for purposes of federal or State income taxation and is consistent with the terms and conditions of the Basic Resolution and this Supplemental Bond Resolution (without amendment pursuant to Section 601(e) hereof), including, but not limited to, changes for the following purposes:

- (a) to facilitate the issuance of Additional Common Fund Bonds without the consent of any Holders of Bonds as provided by Sections 202 and 311(d) of the Basic Resolution;
 - (b) to meet the requirements of the provisions hereof or of the Agreement;
 - (c) to cure any ambiguity, formal defect, omission or error;
- (d) in connection with any property or equipment acquired and which constitutes a part of the Facility so as to more precisely identify the same;
- (e) to prevent the Series 2010-2A Bonds from becoming arbitrage bonds within the meaning of Section 148 of the Code;
- (f) to reconcile the Agreement with any supplement or amendment to this Supplemental Bond Resolution; or
- (g) to effect any other change therein which, in the reasonable judgment of the Issuer, is not to the prejudice of any Holders of the Bonds.

Section 702. Amendments Requiring Holder Consent. Neither the Issuer nor the Tenant shall consent to any amendment to or change or modification of the Agreement which, in the reasonable judgment of the Bond Counsel, (a) jeopardizes the exclusion from gross income of the interest on the Series 2010-2A Bonds for purposes of Federal income taxation, or (b) is inconsistent with the terms and conditions of the Basic Resolution, except in the case of (a), such change or modification may occur only after publication of notice and receipt of the written approval or consent of the Holders of not less than 51% of the then Outstanding Bonds adversely affected thereby, such consent being procured as provided in Sections 801 and 802 hereof. If at any time the Tenant shall request the consent of the Issuer to any proposed amendment to or change or modification of the Agreement requiring Holder consent, the Issuer shall, upon being satisfactorily indemnified with respect to expenses, cause notice of such proposed amendment, change or modification to be published in the same manner as provided in Section 802 hereof.

ARTICLE VIII

MISCELLANEOUS

Section 801. Consent of Holders. Any consent, request, direction, approval, objection or other instrument required hereby to be signed and executed by any Holders of Bonds may be in any number of concurrent writings of similar tenor and must be in writing and signed. Proof of the execution of any such consent, request, direction, approval, objection or other instrument or of the writing appointing any agent and of the ownership of Bonds, if made in the following manner, shall be sufficient for any of the purposes hereof and shall be conclusive in favor of the Issuer or the Trustee with regard to any action taken by the Issuer or Trustee under such request or other instrument, namely:

- (a) The fact and date of the execution by any Person of any such writing may be proved by the certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the Person signing such writing acknowledged before him the execution thereof or by an affidavit of any witness to such execution.
- (b) The fact of the holding by any Person of Bonds and the amounts and numbers of such Bonds and the date of the holding of the same may be proved by a certificate executed by any trust company, bank or banker, wherever situated, stating that at the date thereof the party named therein did exhibit to an officer of such trust company or bank or to such banker, as the property of such party, the Bonds if such certificate shall be deemed by the Issuer or the Trustee, as the case may be, to be satisfactory. The Issuer or Trustee may, in its discretion, require evidence that such Bonds shall have been deposited with a trust company, bank or banker before taking any action based on such ownership.

Section 802. Notice of Amendments. If at any time the Issuer desires to adopt any supplemental or amendatory resolution hereto or to amend the Agreement as herein provided without consent of all of the Holders of Outstanding Bonds, unless consent of and notice to any of the Holders is not required hereunder, the Issuer shall cause notice of the proposed resolution or amendment to be published at least once in a financial periodical or newspaper of general circulation published in the City of Minneapolis, Minnesota, and shall, in addition, cause such notice to be mailed by registered mail, return receipt requested, to the Holders of all Bonds as such Holders' names and addresses appear on the Bond Register. Such notice shall set forth the nature of the proposed resolution or amendment and shall state that copies thereof are on file at the office of the Issuer for inspection by all Holders. The Issuer shall not, however, be subject to any liability to any Holder by reason of its failure to publish or mail such notice, and any such failure shall not affect the validity of such resolution or amendment when consented to and approved as herein provided. If the Holders of not less than the requisite percentage in aggregate principal amount of Bonds Outstanding at the time have consented to and approved the adoption thereof as provided in this Supplemental Bond Resolution, no Holders of any Bonds shall have any right to object to any of the terms and provisions contained therein or the operation thereof or in any manner question the propriety of the adoption thereof or enjoin or restrain the Issuer or the Tenant from adopting or executing the same or from taking any action pursuant to the provisions thereof.

Section 803. Severability. If any provision hereof shall be held or deemed to be or shall, in fact, be inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions or in all cases because it conflicts with any provisions of any Constitution, statute, rule or public policy or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance or of rendering any other provision or provisions herein contained invalid, inoperative or unenforceable to any extent whatsoever and shall not affect the remaining portions of this Supplemental Bond Resolution or any part hereof.

Section 804. *Limitation of Liability*. No provision, covenant or agreement contained herein shall give rise to or impose any pecuniary liability upon the Issuer or any of either of its officers, employees or agents.

Section 805. Authentication of Transcript. The officers of the Issuer are directed to furnish to Bond Counsel certified copies of this Supplemental Bond Resolution and all documents referred to herein and affidavits or certificates as to all other matters which are reasonably necessary to evidence the validity and marketability of the Bonds. All such certificates and affidavits, including any heretofore furnished, shall constitute recitals of the Issuer as to the correctness of all statements contained therein made by or on behalf of such officers or the Issuer.

Section 806. Approval of Tenant. The Tenant has examined and given approval of this Supplemental Bond Resolution and all terms hereof and approves the sale of the Bonds as provided for herein for the price and terms set forth herein.

Section 807. Authorization to Execute Agreement and Incidental Documents.

- (a) The Agreement, the Disbursing Agreement and the Underwriting Agreement are hereby approved in substantially the forms now on file in the offices of the Issuer, and the Finance Officer of the Issuer is authorized to execute, in the name of and on behalf of the Issuer, those documents (and all other agreements required therein or in this Supplemental Bond Resolution) in substantially the forms hereby approved, subject to changes thereto approved by the Finance Officer executing the same (which approval shall be conclusively presumed upon execution thereof) and such other documents as Bond Counsel shall consider appropriate for Bond Closing. In the event of the disability or the resignation or other absence of the Finance Officer of the Issuer, such other officers of the Issuer who may lawfully act in the Finance Officer's behalf shall, without further act or authorization of the Issuer, do all things and execute all instruments and documents required to be done or to be executed by such absent or disabled official. The Finance Officer of the Issuer is hereby authorized to deliver this Supplemental Bond Resolution and such certificates attesting to its authenticity as may be required by and to Bond Counsel, the Holders of the Bonds, the Underwriters and such other persons as the Finance Officer may deem appropriate.
- (b) The delivery of the certifications referenced in Sections 203, 305 and 306 is hereby authorized and upon delivery of such certifications, if any, the terms thereof shall be conclusive as to the matters therein addressed and shall be deemed to be a part of this Supplemental Bond Resolution as if set forth fully herein.

Section 808. Schedules. Schedule A hereto is hereby incorporated by reference and made a part hereof as though the same shall have been set forth in full herein. Such Schedule A shall control over any contrary provisions herein not contained in such Schedule A.

Adopted 11/5/2010. Approved by Mayor Rybak 11/8/2010.

SCHEDULE A

BOND FORM

UNITED STATES OF AMERICA STATE OF MINNESOTA COUNTY OF HENNEPIN CITY OF MINNEAPOLIS

No. R		\$	
	TED TAX SUPPORTED DEVEL und Series 2010-2	OPMENT REVENUE BOND,	
Interest <u>Rate</u>	Maturity Date	Date of <u>Original Issue</u>	CUSIP
		December ,2010	

Registered Owner: CEDE & CO.

Principal Amount:

KNOW ALL PERSONS BY THESE PRESENTS that the City of Minneapolis (the "Issuer"), a municipal corporation of the State of Minnesota, for value received hereby promises to pay to the Registered Owner specified above or registered assigns, upon presentation and surrender hereof, the principal amount specified above on the maturity date specified above, solely from the Common Bond Fund (the "Common Bond Fund") held by Wells Fargo Bank, National Association, as Trustee, or its successor or successors as trustee (the "Trustee"), as provided in the Amended and Restated Basic Resolution and Indenture adopted by the Issuer on June 18, 2004, as amended (the "Basic Resolution") and from the IDB Account as defined in the Basic Resolution (the "IDB Account"), or if this Bond is subject to redemption prior to maturity as stated below, on a prior date on which this Bond shall have been duly called for redemption (the "Redemption Date"), and to pay to the registered owner hereof solely from the Common Bond Fund and IDB Account interest on said principal sum from the date hereof until the principal sum is paid, at the rate per annum specified above, payable on June 1, 2011, and semiannually thereafter on June 1 and December 1 in each year. Overdue principal or redemption price and (to the extent legally enforceable) interest on this Bond shall bear interest at the rate borne by this Bond. This Bond, as to principal or redemption price, when due, shall be payable at the principal office of Wells Fargo Bank, National Association, in Minneapolis, Minnesota, as Paying Agent, or a successor Paying Agent duly designated by the Issuer (the "Paying Agent"). Interest on this Bond is payable by check or draft drawn upon the Paying Agent or any successor Paying Agent duly designated by the Issuer, mailed on each interest payment date to the person who was the registered holder hereof at the close of business on the 15th day of the month immediately preceding each such interest payment date at the address of such holder as it appears on the Bond Register maintained by the Trustee. Principal, premium, and interest on this Bond is payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

The Bonds have been designated by the City Council of the Issuer as an issue to which Chapter 424 of the Minneapolis Code of Ordinances applies.

This Bond is one of a duly authorized issue of obligations of the Issuer issued in accordance with the Basic Resolution (such Bonds, together with other Limited Tax Supported Development Revenue Bonds of the Issuer being referred to as "Common Fund Bonds"). This Bond is one of the series of Common Fund Bonds designated as "[Taxable] Limited Tax Supported Development Revenue Bonds, Common Bond Fund Series 2010-2___" (the "Bonds"), issued in the aggregate principal amount of \$_ and on a parity with the \$_ [Taxable] Limited Tax Supported Development Revenue Bonds, Common Bond Fund Series 2010-2__ (the "Parity Bonds"), under and pursuant to Minnesota Statutes, Section 469.152 et seg. and any acts amendatory thereof and supplemental thereto in effect on the date of delivery of the Supplemental Bond Resolution and Indenture adopted by the Issuer with respect to the Bonds (the "Supplemental Bond Resolution"), all of like date and tenor, except as to serial number, interest rate, maturity and redemption privilege, in accordance with the Basic Resolution and the Supplemental Bond Resolution, setting forth the terms and conditions upon which such Bonds are issued and describing the security therefor. The Bonds are issued by the Issuer for the purpose of financing the acquisition, improvement and equipping of an existing building located in the City of Minneapolis, which facility (the "Facility") is leased to 3660 Technology Drive, LLC or an affiliate thereof (the "Tenant"), pursuant to a Lease Agreement, dated as of December 1, 2010 (the "Agreement"), thereby assisting activities in the public interest and for the public welfare of the Issuer. As provided in the Basic Resolution and the Supplemental Bond Resolution, Additional Common Fund Bonds (as defined in the Basic Resolution), equally and ratably secured by the pledge and covenants made in the Basic Resolution and the Supplemental Bond Resolution, may be issued by the Issuer which shall be equally and ratably payable from the Common Bond Fund and

the IDB Account and secured by such pledge and covenants for any purpose authorized in accordance with the terms provided in Section 202 of the Basic Resolution.

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Paying Agent for registration of transfer, exchange or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSONS IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

As provided in the Supplemental Bond Resolution, until the termination of the system of book-entry-only transfers through DTC (or any successor security depository appointed pursuant to the Supplemental Bond Resolution), and notwithstanding any other provision of the Supplemental Bond Resolution to the contrary, this Bond may be transferred, in whole but not in part, only to a nominee of DTC, or by a nominee of DTC to DTC or a nominee of DTC, or by DTC or a nominee of DTC to any successor securities depository or any nominee thereof.

This Bond is transferable, as provided in the Supplemental Bond Resolution, only upon the Bond Register kept for such purpose at the office of the Trustee, by the registered owner hereof in person or by his attorney duly authorized in writing upon surrender hereof, together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner or such duly authorized attorney, and thereupon the Issuer shall execute and issue and the Trustee shall authenticate and deliver in the name of the designated transferee a new Bond or Bonds of the same aggregate principal amount and series designation, maturity and interest rate as the surrendered Bond as provided in the Supplemental Bond Resolution and upon the payment of any charges therein prescribed. The Issuer, the Trustee and any Paying Agent may treat and consider the person in whose name this Bond is registered as the holder and absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes whatsoever.

The Bonds are issuable in the form of fully registered Bonds without coupons in the denomination of \$5,000 or any integral multiple thereof. Subject to such conditions and upon the payment of such charges provided for in the Supplemental Bond Resolution, Bonds may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Bonds of the same series designation, maturity and interest rate, in any of the authorized denominations and registered in such name or names as may be requested upon surrender thereof at the office of the Trustee with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner thereof or by his attorney duly authorized in writing.

The Bonds maturing	are subject to mandatory
sinking fund redemption on the dates and in the p	rincipal amounts as provided in the Supplemental Bond
Resolution	

The Bonds maturing after December 1, 2020 are subject to redemption prior to maturity, at the option of the Issuer, in whole or in part and from time to time, on December 1, 2020 and any interest payment date thereafter, at a redemption price (expressed as a percentage of the principal amount of the Bonds to be redeemed) set forth below, plus accrued interest to the redemption date:

Redemption Date Redemption Price

December 1, 2020 and thereafter 100%

The Bonds are also subject to optional redemption in whole and without premium in accordance with the terms of the Supplemental Bond Resolution, upon certain events of casualty, condemnation, changes of law or other occurrences as provided in the Agreement, or upon a default by the Tenant under the Agreement.

[The Bonds are subject to mandatory redemption in whole in the event the interest thereon has become includable in gross income for federal income tax purposes. If the taxability has been caused by the Tenant, the redemption price shall be 103% of the principal amount of the Bonds redeemed.]

If less than all of the Bonds outstanding under the provisions of the Basic Resolution and the Supplemental Bond Resolution at any time are to be redeemed, the particular Bonds to be redeemed shall be selected by inverse order of maturity and by lot within a maturity as provided in the Supplemental Bond Resolution. Notice of any redemption shall be given to holders of Bonds by mail to such holders' addresses as such appear in the Bond Register, all pursuant to the Supplemental Bond Resolution. If notice of redemption shall have been given as aforesaid, the Bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the Redemption Date therein designated, and if on or before said Redemption Date money for the payment of the redemption price of all the Bonds to be redeemed, together with interest to the Redemption Date, is on deposit with the Paying Agent for such payment on said date, then from and after the Redemption Date interest on such Bonds shall cease to accrue and become payable. Less than all of a Bond in a denomination in excess of \$5,000 may be so redeemed, and in such case, upon surrender of such Bond, there shall be issued to the registered owner thereof, without charge therefor, for the unredeemed balance of the principal amount of such Bond, a Bond or Bonds, of the same series designation, maturity and interest rate in any of the authorized denominations and registered in such name or names as may be requested, all as more fully set forth in the Supplemental Bond Resolution.

The Bonds and Parity Bonds, together with other Common Fund Bonds of the Issuer issued pursuant to Section 202 of the Basic Resolution, are payable from the Common Bond Fund established and maintained pursuant to the Basic Resolution. The Bonds, the Parity Bonds and such other Common Fund Bonds are further secured by the IDB Account and are further secured by the Issuer under Chapter 424 of the Issuer's Code of Ordinances. Reference is made to the Basic Resolution, the Supplemental Bond Resolution, and Chapter 424 of the Issuer's Code of Ordinances for a complete statement of: (a) the terms and conditions upon which the Bonds and Parity Bonds have been issued; (b) the provisions made for their security and for the issuance of other Common Fund Bonds payable on a parity therewith; and (c) the rights, duties and obligations of the Issuer and the holders from time to time of all Common Fund Bonds. The principal, redemption price of or interest on the Bonds do not constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory limitation and do not constitute or give rise to a charge against the general credit and taxing powers of the Issuer except as provided in Chapter 424 of the Issuer's Code of Ordinances and neither the full faith and credit nor the taxing powers of the Issuer are pledged to the payment of the Bonds or the interest thereon except as provided in Chapter 424 of the Issuer's Code of Ordinances. No holder of the Bonds will ever have the right to enforce payment of the principal, redemption price or interest thereof against any property of the Issuer other than the funds specifically pledged to the payment thereof, nor shall the Bonds constitute any charge, lien or encumbrance upon any property of the Issuer pledged and appropriated thereto or the Tax Reserve Fund of the Issuer created by Chapter 424 of the Issuer's Code of Ordinances.

Neither the councilmembers of the Issuer nor any person executing the Bonds for the Issuer shall be liable personally on said Bonds by reason of the issuance thereof.

It is hereby certified and recited that the Facility constitutes a project as defined in *Minnesota Statutes*, Section 469.153, Subdivision 2, and that all conditions, acts and things required by the Constitution or statutes of the State of Minnesota or the Basic Resolution or the Supplemental Bond Resolution to exist, to have happened or to have been performed precedent to or in the issuance of this Bond

do exist, have happened and have been performed and that the issuance of this Bond and the issue of which it forms a part are within every debt and other limit prescribed by said Constitution and statutes.

This Bond and the interest hereon shall not be entitled to any security, right or benefit under the Basic Resolution or the Supplemental Bond Resolution hereinafter defined or be valid or obligatory for any purpose unless the certificate of authentication hereon has been duly executed by the Trustee.

IN WITNESS WHEREOF, the Issuer has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signature of its Finance Officer.

	CITY OF MINNEAPOLIS, MINNESOTA
	By Finance Officer
"Certificate of Authentication"	
	onds described in the within-mentioned Basic Resolution the Bonds of the City of Minneapolis, Minnesota referred
	WELLS FARGO BANK, NATIONAL ASSOCIATION, as Trustee
Dated:	ByAuthorized Signature
(Form of Transfer)	
(Tax Identification or Social Security No	d hereby sells, assigns and transfers unto), the within Bond and all rights thereunder and, his attorney, to transfer the within Bond on.
Daleu	
	NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.
Signature Guaranteed:	

Signature(s) must be guaranteed by a national bank or trust company or by a brokerage firm which is a member of a major stock exchange.

Comm Dev & W&M/Budget - Your Committee, having under consideration the issuance of revenue bonds for the Riverside Plaza stabilization and rehabilitation project (vicinity of 1525 S 4th St) and funding from the Affordable Housing Trust Fund, now recommends approval of the following recommendations:

- a) Passage of the accompanying resolution granting final approval of up to \$80,000,000 in Tax Exempt Multifamily Housing Entitlement Revenue Bonds for said project;
- b) Authorization for a loan to Cedar Riverside Limited Partnership of up to \$1,900,000 from the 2010 Affordable Housing Trust Fund;
- c) That the proper City officers be authorized to 1) enter into a Memorandum of Understanding with Cedar Riverside Limited Partnership in substantially the form set forth in the Department of Community Planning & Economic Development staff report and execute such other documents as are necessary to implement the project; and 2) submit a Department of Housing & Urban Development (HUD) Choice Neighborhoods application seeking funding for road, sidewalk, infrastructure and related improvements to 4th St S, 15th Ave S, and 6th St S in the immediate vicinity of Riverside Plaza.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

Resolution 2010R-520, authorizing the issuance of bonds, in a principal amount not to exceed \$80,000,000, with approximately \$50,000,000 in the form of Multifamily Housing Revenue Bonds (GNMA Collateralized – Riverside Plaza Project), Series 2010A, and up to \$30,000,000 in the form of a Multifamily Housing Revenue Bonds (Riverside Plaza Project), Series 2010B, and approving and authorizing the execution of various documents in connection therewith, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-520 By Goodman and Hodges

Authorizing the issuance of bonds, in a principal amount not to exceed \$80,000,000, with approximately \$50,000,000 in the form of Multifamily Housing Revenue Bonds (GNMA Collateralized – Riverside Plaza Project), Series 2010A, and up to \$30,000,000 in the form of a Multifamily Housing Revenue Bonds (Riverside Plaza Project), Series 2010B, and approving and authorizing the execution of various documents in connection therewith.

Whereas, pursuant to the Minnesota Municipal Housing Act, Minnesota Statutes, Chapter 462C, as amended (the "Act"), a city is authorized to carry out programs for the financing of multifamily housing for persons of low and moderate income, and to authorize its housing and redevelopment authority to act on its behalf; and

Whereas, the City Council (the "City Council") of the City of Minneapolis (the "City") has prepared the Housing Plan for Local Housing for the City of Minneapolis, Minnesota, revised June, 1984 (the "Plan") which plan was adopted pursuant to the Act on July 13, 1984; and

Whereas, the Act requires adoption of a housing finance program after a public hearing held thereon for which notice was published in a newspaper of general circulation in the City at least fifteen (15) days in advance of the hearing; and

Whereas, there has been proposed a program (the "Program") for the issuance of bonds to finance the acquisition and rehabilitation by Cedar Riverside Limited Partnership, a Minnesota limited partnership (the "Developer"), of a 1303-unit multifamily rental housing development located at 1525 4th Street South, 1600 6th Street South, 1511 4th Street South, 1601 4th Street South, 1615 4th Street South, and 1530 6th Street South in the City (the "Project"); and

Whereas, the City on July 13, 2010 did conduct a public hearing on the Program; and

Whereas, by Resolution 2010R-340 adopted July 23, 2010, and published on July 27, 2010, the City gave its preliminary approval to the issuance of the bonds to finance the Program; and

Whereas, the City desires to facilitate the development of rental housing within the community, encourage the preservation of affordable housing opportunities for residents of the City, encourage the preservation of housing facilities designed for occupancy by persons of low or moderate income within

the boundaries of the City, and the maintenance of affordable units in the Project would assist the City in achieving these objectives; and

Whereas, the Program will result in the provision of decent, safe and sanitary rental housing opportunities to persons within the community; and

Whereas, this City Council has been advised that conventional, commercial financing to pay the capital costs of the Program is available only on a limited basis and at such high costs of borrowing that the economic feasibility of operating the Project would be significantly reduced, but the City Council has been further advised that with the aid of municipal financing and resulting low borrowing costs, the Project is economically more feasible; and

Whereas, the staff of the City considers the proposed Program to be in furtherance of the housing policies of the State of Minnesota as stated in the Act and of the City as stated in the Plan; and

Whereas, the program is to be financed from the proceeds of bonds, in an aggregate amount not to exceed \$80,000,000, with approximately \$50,000,000 being in the form of Multifamily Housing Revenue Bonds (GNMA Collateralized – Riverside Plaza Project), Series 2010A (the "Series A Bonds"), and up to \$30,000,000 in the form of a Multifamily Housing Revenue Bonds (Riverside Plaza Project), Series 2010B (the "Series B Bonds" and, together with the Series A Bonds, the "Bonds"), to be issued by the City, and the revenues from the Project (as defined below) shall be pledged for the security and payment of the Bonds (except as may otherwise be set forth in the Indentures hereinafter referred to); and

Whereas, the Bond proceeds will be used by the City to fund loans (the "Loans") to the Developer to finance the acquisition and rehabilitation of the Project; and

Whereas, the Series A Bonds will be issued under a Trust Indenture, dated as of November 1, 2010 (the "Series A Indenture"), and the proceeds of the Series A Bonds will be loaned to the Developer pursuant to a Financing Agreement, dated as of November 1, 2010 (the "Financing Agreement"), and the Series A Bonds will be secured by a pledge of all rights and revenues derived by the City from the Financing Agreement (except certain retained rights of the City), and said Series A Bonds and the interest on said Series A Bonds shall be payable solely from the revenues pledged therefor and the Series A Bonds shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation nor give rise to a pecuniary liability of the City or a charge against its general credit or assets and shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property of the City other than the City's interest in the Project; and

Whereas, the Series B Bonds will be issued under a Trust Indenture, dated as of November 1, 2010 (the "Series B Indenture" and, together with the Series A Indenture, the "Indentures"), and the proceeds of the Series B Bonds will be loaned to the Developer pursuant to a Loan Agreement, dated as of November 1, 2010 (the "Loan Agreement"), between the City and the Developer, and the Series B Bonds will be secured by a pledge of all rights derived by the Developer from the Loan Agreement (except certain retained rights of the City), and said Series B Bonds and the interest on said Series B Bonds shall be payable solely from the revenues pledged therefor and the Series B Bonds shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation nor give rise to a pecuniary liability of the City or a charge against its general credit or assets and shall not constitute a charge, lien, or encumbrance, legal or equitable, upon any property of the City other than the City's interest in the Project; and

Whereas, forms of the following documents (including the exhibits referred to therein) have been submitted to the City:

- a. The Series A Indenture to be made and entered into between the City and the trustee named therein (the "Series A Trustee"), providing for the issuance of the Series A Bonds, prescribing the form thereof, pledging the trust estate described therein for the security of the Series A Bonds, and setting forth proposed recitals, covenants and agreements with respect thereto;
- b. The Financing Agreement to be made and entered into between the City, the Developer, the Series A Trustee and Oak Grove Commercial Mortgage, LLC (the "Lender"), providing for the loan of the proceeds of the Series A Bonds to the Developer, and for the repayment of such loan;
- c. The Series B Indenture to be made and entered into between the City and the trustee named therein (the "Series B Trustee" and, together with the Series A Trustee, the "Trustee"), providing for the issuance of the Series B Bonds, prescribing the form thereof, pledging the trust estate described therein

for the security of the Series B Bonds, and setting forth proposed recitals, covenants and agreements with respect thereto;

- d. The Loan Agreement to be made and entered into between the City and the Developer, providing for the loan of the proceeds of the Series B Bonds to the Developer, and for the repayment of such loan;
- e. The Tax Compliance Agreement, dated as of November 1, 2010 between the City, the Trustee and the Developer (the "Tax Compliance Agreement");
- f. The Land Use Restriction Agreement, dated as of November 1, 2010 between the City, the Trustee and the Developer (the "Land Use Restriction Agreement");
- g. The Bond Purchase Agreement relating to the Series A Bonds between Piper Jaffray, Inc. (the "Underwriter"), the City and the Developer (the "Series A Bond Purchase Agreement"); and
- h. The Bond Purchase Agreement relating to the Series B Bonds between the Underwriter, the City and the Developer (the "Series B Bond Purchase Agreement").

The agreements described and referred to in paragraphs a through h above shall hereinafter sometimes be referred to collectively as the "Agreements";

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That it is hereby found, determined and declared that:

- a. The preservation of the quality of life in the City is dependent upon the maintenance, provision and preservation of an adequate housing stock which is affordable to persons and families of low or moderate income, that accomplishing this is a public purpose, and that many would-be providers of housing units in the City are either unable to afford mortgage credit at present market rates of interest or are unable to obtain mortgage credit because the mortgage credit market is severely restricted.
- b. The development and implementation of the Program, and the issuance and sale of the Bonds by the City, and the execution and delivery of the Agreements and the performance of all covenants and agreements of the City contained therein and of all other acts and things required under the Constitution and Laws of the State of Minnesota to make the Agreements and the Bonds valid and binding obligations of the City in accordance with their terms, are authorized by the Act.
- c. The implementation of the Program for the purposes and in the manner contemplated by the Agreements conforms or will conform to all pertinent statutes, regulations and ordinances of the State of Minnesota and the City.
- d. It is desirable that the Bonds be issued by the City in one or more series, in an aggregate principal amount not to exceed \$80,000,000, on the terms set forth in the Resolution, the Indentures, the Financing Agreement, the Loan Agreement, the Land Use Restriction Agreement and the Bonds.
- e. The payments required or provided for by the Agreements are intended to produce income and revenues sufficient to provide for the payment when due of principal of and interest on all Bonds issued under the Resolution, and payments are required to be made for such expenses of, among other things, administration of the Program as will be necessary to protect the interests of the City and the Trustee.
- f. Pursuant to the provisions of the Act, and as provided in the Agreements, the Bonds shall be retired solely from the revenues of the Project.

Be It Further Resolved that the Agreements in substantially the forms submitted to the City at this meeting are hereby approved. Such of the documents as require the execution of the City are hereby authorized and directed to be executed or accepted, as the case may be, and delivered in the name and on behalf of the City by its Finance Officer upon execution thereof by the parties thereto as appropriate. The Bonds and the Agreements shall be executed and delivered as provided therein. Copies of all the documents necessary for the consummation of the transactions described herein and in the Agreements shall be delivered, filed and recorded as provided herein and in the Agreements.

Be It Further Resolved that the form and terms of the Agreements may be varied prior to execution and delivery by the parties thereto, provided that any such variance shall not be, in the opinion of the City's legal counsel and the Finance Officer, materially adverse to the interests of the City. The execution and delivery of the Agreements as provided above shall be conclusive evidence of the determination that any such variance was not materially adverse to the interests of the City.

Be It Further Resolved that in anticipation of the collection of revenues of the Project, there shall be issued forthwith the Bonds, which issuance is approved, substantially in the forms and upon the terms set forth in the Agreements and the Bonds, the terms of which are for this purpose incorporated in this Resolution and made a part hereof as if fully set forth herein. The Bonds shall be dated as of

the date and shall mature on the dates (subject to redemption on such earlier dates as provided in the Bonds), bear interest and be payable at the rates, all determined as set forth in the Agreements and the Bonds, to be approved, executed and delivered by the officers of the City authorized to do so by the provisions of this Resolution, which approval shall be conclusively evidenced by such execution and delivery; provided that such rates shall result in an average coupon rate not greater than 5.75% per annum with respect to the Series A Bonds and 7.00% per annum with respect to the Series B Bonds.

Be It Further Resolved that all actions of the members, employees and staff of the City heretofore taken in furtherance of the Program are hereby approved, ratified and confirmed.

Be It Further Resolved that the Bonds are hereby designated "Program Bonds" and are determined to be within the "Housing Program" and the "Program," all as defined in Resolution 88R-030 of the City adopted January 29, 1988, and as amended by Resolution 97R-402 of the City adopted December 12, 1997.

Be It Further Resolved that the sale of said Bonds to the Underwriter is hereby approved, and the Bonds are hereby directed to be sold to the Underwriter, upon the terms and conditions set forth in the Agreements and the Bonds. The Finance Officer of the City is hereby authorized and directed to prepare and execute by manual or facsimile signature the Bonds as described in the Agreements and to deliver them to the Trustee together with a certified copy of this Resolution, and the other documents required by the Agreements.

Be It Further Resolved that the Finance Officer and other officers of the City are authorized and directed to prepare and furnish when the Bonds are issued, certified copies of all proceedings and records of the City relating to the Bonds and such other affidavits and certificates (including but not limited to those required by bond counsel) as may be required to show the facts relating to the legality, tax exemption and marketability of the Bonds as such facts appear from the books and records in said officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements made by the City and contained therein. The Finance Officer and said officers are further authorized to execute such additional documents as shall be determined by the Finance Officer to be necessary and desirable to provide for the issuance of the Bonds.

Be It Further Resolved that all covenants, stipulations, obligations and agreements of the City contained in this Resolution and the aforementioned documents shall be deemed to be the covenants, stipulations, obligations and agreements of the City to the full extent authorized or permitted by law, and all such covenants, stipulations, obligations and agreements shall be binding upon the City. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the City by the provisions of this Resolution or of the aforementioned documents shall be exercised or performed by the City or by such members of the City, or such officers, board, body or agency thereof as may be required or authorized by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in the aforementioned documents shall be deemed to be a covenant, stipulation, obligation or agreement of any member of the City, or any officer, agent or employee of the City in that person's individual capacity, and neither the City Council nor any officer or employee executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

No provision, covenant or agreement contained in the aforementioned documents, the Bonds or in any other document related to the Bonds, and no obligation therein or herein imposed upon the City or the breach thereof, shall constitute or give rise to any pecuniary liability of the City or any charge upon its general credit or taxing powers. In making the agreements, provisions, covenants and representations set forth in such documents, the City has not obligated itself to pay or remit any funds or revenues, other than funds and revenues derived from the Project, the proceeds of the Bonds which are to be applied to the payment of the Bonds, as provided therein and in the Agreements. The Bonds shall not constitute a charge, lien or encumbrance, legal or equitable, upon any property or funds of the City except the revenue and proceeds pledged to the payment thereof, nor shall the City be subject to any liability thereon. The holders of the Bonds shall never have the right to compel any exercise of the taxing power of the City to pay the outstanding principal of the Bonds, or the interest thereon, or to enforce payment thereof against any property of the City. The Bonds shall recite in substance that

the Bonds, including the interest thereon, are payable solely from the revenues and proceeds pledged to the payment thereof. The Bonds shall not constitute a debt of the City within the meaning of any constitutional or statutory limitation.

Be It Further Resolved that except as herein otherwise expressly provided, nothing in this Resolution or in the aforementioned documents expressed or implied is intended or shall be construed to confer upon any person or firm or corporation, other than the City or any holder of the Bonds issued under the provisions of this Resolution, any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any provision hereof, this resolution, the aforementioned documents and all of their provisions being intended to be and being for the sole and exclusive benefit of the City and any holder from time to time of the Bonds issued under the provisions of this Resolution.

Be It Further Resolved that in case any one or more provisions of this Resolution, or of the aforementioned documents, or of the Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution, or of the aforementioned documents, or of the Bonds, but this Resolution, the aforementioned documents, the Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein.

Be It Further Resolved that the Bonds, when executed and delivered, shall contain a recital that they are issued pursuant to the Act, and such recital shall be conclusive evidence of the validity of the Bonds and the regularity of the issuance thereof, and that all acts, conditions and things required by the laws of the State of Minnesota relating to the adoption of this Resolution, to the issuance of the Bonds and to the execution of the aforementioned documents to happen, exist and be performed precedent to and in the enactment of this Resolution, and precedent to issuance of the Bonds, and precedent to the execution of the aforementioned documents have happened, exist and have been performed as so required by law.

Be It Further Resolved that in the event any of the officers of the City authorized to execute documents on behalf of the City under this resolution have resigned or shall for any reason be unable to do so, any member of the City, or officer of the City, is hereby directed and authorized to do so on behalf of the City, with the same effect as if executed by the officer authorized to do so in this Resolution.

Be It Further Resolved that the City hereby allocates up to \$80,000,000 of its 2010 entitlement authority to issue tax-exempt bonds pursuant to Minnesota Statutes, Chapter 474A, to the Bonds, the actual amount of such allocation to be in the aggregate principal amount of Bonds issued.

Be It Further Resolved that this Resolution shall take effect upon publication.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

The PUBLIC SAFETY & HEALTH and WAYS & MEANS/BUDGET Committees submitted the following reports:

PS&H & W&M/Budget - Your Committee recommends acceptance of the bid received on OP #7355 submitted by Metro Fire, for an estimated annual expenditure in the amount of \$100,000, to furnish and deliver self contained breathing apparatus parts to the Minneapolis Fire Department, all in accordance with City specifications.

Adopted 11/5/2010.

PS&H & W&M/Budget - Your Committee recommends that the proper City officers be authorized to accept the 2011 HEAT grant and execute an agreement with the Minnesota State Patrol, in the amount of \$17,380, to pay overtime to Traffic Unit officers to increase enforcement targeting preselected traffic problem areas. Further, passage of the accompanying resolution appropriating \$17,380 to the Police Department.

Adopted 11/5/2010.

RESOLUTION 2010R-521 By Samuels and Hodges

Amending The 2010 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled Resolution, as amended, be further amended by increasing the appropriation for the Police Department Agency in the Grants – Federal Fund (01300-4002735) by \$17,380 and increasing the Revenue Source (01300-4002735-321012) by \$17,380.

Adopted 11/5/2010.

PS&H & W&M/Budget - Your Committee recommends that the proper City officers be authorized to accept the 2011 Safe and Sober Grant with the Minnesota Department of Public Safety, Office of Traffic Safety, in the amount of \$65,500, to pay overtime to Traffic Unit officers to increase enforcement targeting impaired drivers, juvenile and young adult violators, speed violations and other enforcement to reduce accidents and increase driver safety. Further, passage of the accompanying resolution appropriating \$65,500 to the Police Department.

Adopted 11/5/2010.

RESOLUTION 2010R-522 By Samuels and Hodges

Amending The 2010 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled Resolution, as amended, be further amended by increasing the appropriation for the Police Department Agency in the Grants –Federal Fund (01300-4002735) by \$65,500 and increasing the Revenue Source (01300-4002735-321012) by \$65,500.

Adopted 11/5/2010.

The REGULATORY, ENERGY & ENVIRONMENT Committee submitted the following reports:

RE&E-Your Committee, having under consideration the application of University of St. Thomas, dba University of St. Thomas, 1000 LaSalle Av, for an On-Sale Liquor Class B with Sunday Sales License (new business) to expire October 1, 2011, and having held a public hearing thereon, now recommends that said license be granted, subject to final inspection and compliance with all provisions of applicable codes and ordinances.

Adopted 11/5/2010.

RE&E-Your Committee, having under consideration the application of Ventnor Partners LLC, dba Gigi's Cafe, 824 W 36th St, for an On-Sale Wine Class E with Strong Beer License (new business) to expire April 1, 2011, now recommends that said license be granted, subject to final inspection and compliance with all provisions of applicable codes and ordinances.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

RE&E - Your Committee recommends passage of the accompanying resolution granting the application of Falls Liquor, 4604 Minnehaha Av, for an Off-Sale Liquor License, subject to conditions. Adopted 11/5/2010.

Resolution 2010R-523, granting the application of Falls Liquor, 4604 Minnehaha Av, for an Off-Sale Liquor License, subject to conditions, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-523 By Glidden

Granting the application of Falls Liquor, 4604 Minnehaha Av, for an Off-Sale Liquor License, subject to conditions.

Resolved by The City Council of The City of Minneapolis:

That it grants the application submitted by Allen & Allen LLC, dba Falls Liquor, 4604 Minnehaha Av, for an Off-Sale Liquor License (establishment moving 300 feet) to expire April 1, 2011, subject to the following conditions:

- 1. The applicant shall not sell fortified wines of a nature which are other than premium brands.
- 2. The applicant shall endeavor to operate the premises in a manner that will discourage panhandling in and around the premises and shall cooperate with the City of Minneapolis in the implementation of measures designed to discourage panhandling and loitering.
 - 3. The applicant shall not accept change in excess of \$2.50 for any one purchase.
- 4. The business will clean the property of litter and trash daily including the area within 100 feet of the property lines.
 - 5. The business shall install a dumpster enclosure before the business can open.
 - 6. Long grass and weeds shall be removed from the property on a regular basis.
 - 7. The business will not install temporary signs without a permit from the Zoning Department.
- 8. The applicant understands that due to the 2000 foot spacing requirements for off-sale liquor establishments, his current location of 4727 Hiawatha Av will need to be closed before his new location at 4604 Minnehaha Av is opened.
 - 9. The business will post a sign that states consuming alcohol in the parks is illegal.
- 10. The Falls Liquor agrees to have a trained store manager on the premises during hours of operation to ensure compliance with the written alcohol policy.
- 11. The Falls Liquor agrees to purchase and consistently operate a scanning device that indicates the age of party purchasing alcohol to prevent the sale of alcohol to underage persons.
- 12. The Falls Liquor agrees to continue the use of the beverage alcohol service policy presented to the City of Minneapolis in 2008 that included: The training of staff prior to hire; training certification for essential employees; rewards and penalties for employee (non)compliance with policies; use of signs for customers and employees; use of a secret shopper; and regular communications with employees regarding the policies.
 - 13. Final inspection and compliance with all provisions of applicable codes and ordinances. Adopted 11/5/2010.
- **RE&E -** Your Committee recommends passage of the accompanying resolution approving Business License Operating Conditions relating to the Off-Sale Liquor License held by Ken and Norm's Liquor, 4801 Chicago Av.

Adopted 11/5/2010.

Resolution 2010R-524, approving Business License Operating Conditions relating to the Off-Sale Liquor License held by Ken and Norm's Liquor, 4801 Chicago Av, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-524 By Glidden

Approving Business License Operating Conditions relating to the Off-Sale Liquor License held by Ken and Norm's Liquor, 4801 Chicago Av.

Resolved by The City Council of The City of Minneapolis:

That it approves the following Business License Operating Conditions relating to the Off-Sale Liquor License held by Ken and Norm's Liquor, 4801 Chicago Av:

- 1. The applicant shall not sell fortified wines of a nature which are other than premium brands.
- 2. The applicant shall endeavor to operate the premises in a manner that will discourage panhandling in and around the premises and shall cooperate with the City of Minneapolis in the implementation of measures designed to discourage panhandling and loitering.
 - 3. The applicant shall not accept change in excess of \$2.50 for any one purchase.
- 4. The business will clean the property of litter and trash daily including the area within 100 feet of the property lines.

Adopted 11/5/2010.

RE&E-Your Committee recommends passage of the accompanying resolution granting applications for Liquor, Wine and Beer Licenses.

Adopted 11/5/2010.

Resolution 2010R-525, granting applications for Liquor, Wine and Beer Licenses, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-525 By Glidden

Granting Liquor, Wine and Beer Licenses.

Resolved by The City Council of The City of Minneapolis:

That the following applications for liquor, wine and beer licenses be granted, subject to final inspection and compliance with all provisions of applicable codes and ordinances (Petn No 274575):

On-Sale Liquor Class A with Sunday Sales, to expire April 1, 2011

Skyway Ventures LLC, dba Lure, 725 Hennepin Av (new shareholder)

On-Sale Liquor Class B with Sunday Sales, to expire October 1, 2011

LM-Minneapolis Inc, dba Comfort Suites-Minneapolis Downtown, 425 S 7th St

On-Sale Liquor Class E with Sunday Sales, to expire April 1, 2011

Victoria Enterprises Inc, dba Amore Victoria, 1601 W Lake St

On-Sale Liquor Class E with Sunday Sales, to expire October 1, 2011

Stewart on France LLC, dba Heidi's Minneapolis, 2901 Lyndale Av S (new business)

Haze 2 Group, dba Grumpy's Bar, 2200 4th St NE

Liquor Catering Services, to expire August 1, 2011

D'Amico Catering LLC, dba D'Amico Catering, 275 Market St, Suite C25 (new business)

Trans Global T Inc, dba Bombay Bistro, 820 Marquette Av (new business)

S B Food Services Inc, dba Jewel of India, 1427 Washington Av S (new business)

Temporary On-Sale Beer

Boundary Waters Advisory, dba Outdoor Adventure Expo, 309 Cedar Av (November 19, 2010, 4:00 to 9:00 p.m.; November 20, 2010, 9:00 a.m. to 6:30 p.m.; and November 21, 2010, 11:00 a.m. to 5:00 p.m.).

Adopted 11/5/2010.

RE&E-Your Committee recommends passage of the accompanying resolution granting applications for Business Licenses.

Adopted 11/5/2010.

Resolution 2010R-526, granting applications for Business Licenses, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-526 By Glidden

Granting applications for Business Licenses.

Resolved by The City Council of The City of Minneapolis:

That the following applications for business licenses (including provisional licenses) as per list on file and of record in the Office of the City Clerk under date of November 5, 2010 be granted, subject to final inspection and compliance with all provisions of the applicable codes and ordinances (Petn No 274575):

Place of Amusement Class A; Dry Cleaning & Laundry Pickup Station; Fire Extinguisher Servicing Class A; Fire Extinguisher Servicing Class B; Confectionery; Grocery; Food Manufacturer; Short-Term Food Permit; Gasfitter Class A; Heating, Air Conditioning & Ventilating Class A; Hotel/Motel; Motor Vehicle Dealer - Used Only; Motor Vehicle Repair Garage; Towing Class B; Commercial Parking Lot Class A; Secondhand Goods Class A; Secondhand Goods Class B; Suntanning Facility; Tattooist/Body Piercer; Tattooist/Body Piercer Establishment; Taxicab Limited; Taxicab Vehicle-Wheelchair Access; Taxicab Vehicle; Taxicab Vehicle Non-Transferable; Theater Zone II; Theater Zone III; Combined Trades; Wrecker of Buildings Class B.

Adopted 11/5/2010.

RE&E-Your Committee recommends passage of the accompanying resolution granting applications for Gambling Licenses.

Adopted 11/5/2010.

Resolution 2010R-527, granting applications for Gambling Licenses, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-527 By Glidden

Granting applications for Gambling Licenses.

Resolved by The City Council of The City of Minneapolis:

That the following applications for gambling licenses be granted, subject to final inspection and compliance with all provisions of applicable codes and ordinances (Petn No 274575):

Gambling Class B

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St (Site: Schooner, 2901 27th Av S)

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St (Site: Cloggy's, 5404 34th Av S)

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St (Site: Hexagon Bar, 2600 27th Av S)

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St (Site: 5-8 Club, 5800 Cedar Av)

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St (Site: Adrians Bar & Grill, 4812 Chicago Av)

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St (Site: Sunrise Inn, 4653 34th Av S)

Washburn Amateur Hockey Association, dba Washburn Amateur Hockey Association, 1624 E 57th St (Site: Driftwood, 4415 Nicollet Av)

Gambling Exempt

Luther College, dba Luther College, 700 College Dr, Decorah, IA (Raffle November 19, 2010, Millennium Hotel, 1313 Nicollet Mall)

Feed My Starving Children, dba Feed My Starving Children, 401 96th Av NW, Coon Rapids (Raffle November 5, 2010, Minneapolis Convention Center).

Adopted 11/5/2010.

RE&E-Your Committee recommends passage of the accompanying resolution approving License Settlement Conference recommendations relating to the On-Sale Wine Class E with Strong Beer License held by French Meadow Bakery and Cafe, 2610 Lyndale Av S.

Adopted 11/5/2010.

Resolution 2010R-528, approving License Settlement Conference recommendations relating to the On-Sale Wine Class E with Strong Beer License held by French Meadow Bakery and Cafe, 2610 Lyndale Av S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-528 By Glidden

Approving License Settlement Conference recommendations relating to the On-Sale Wine Class E with Strong Beer License held by French Meadow Bakery and Cafe, 2610 Lyndale Av S.

Whereas, the Licenses & Consumer Services Division held a License Settlement Conference with the licensee; and

Whereas, the Regulatory, Energy & Environment Committee received Findings of Fact, Conclusions and Recommendations that concluded that on two separate occasions in a period of less than 24 months employees of French Meadow sold alcohol to persons under the age of 21, in violation of the Minneapolis Code of Ordinances, State Statute, and the established compliance check policy and procedures of the City of Minneapolis; and the licensee has paid the administrative fines related to the compliance check failures;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the following recommendations be adopted, as more fully set forth in said Findings on file in the Office of the City Clerk and made a part of this report by reference:

- 1. That French Meadow, upon signing this document, shall provide the Department of Licenses and Consumer Services a written policy regarding the elimination of alcohol service to minors in their establishment, and that the policy be approved by the Department of Licenses and Consumer Services, and that French Meadow implement and maintain this policy.
- 2. That French Meadow perform at least one self check for youth alcohol compliance per month for two years, and that they document these self checks and provide the documentation to Licensing.
- That French Meadow remind servers at each regular staff meeting, and at the beginning of every shift, of the importance of checking identification for youth alcohol compliance.
- 4. That French Meadow display signs at their cash registers and on their menu which inform customers of their policy toward checking identification.
 - 5. That French Meadow have a trained manager on the premises at all times.
- 6. That French Meadow will hold two yearly alcohol awareness trainings at which all employees responsible for beverage alcohol service will attend.
- 7. French Meadow will mandate servers to perform either an on-line training or other training for beverage alcohol service before beginning work on the floor.
- 8. French Meadow will offer financial incentives to employees for passing a compliance check, self-or City-regulated. Any employee that fails a compliance check (or self compliance) will be terminated.
- 9. French Meadow will make all staff responsible for carding any customer that looks under the age of 50 and allow only one drink per ID!
- 10. During day service, alcoholic drinks will only be served to patrons directly at the counter by the employee who carded them.
- 11. That the City of Minneapolis Licensing Division impose a sanction of \$3,000 of which \$2,000 will be stayed for a period of two years upon the condition that there be no similar or same violations and that this sanction be paid upon time of signing of this document.
- 12. The Date of this agreement shall be defined as the date that the licensee signs or otherwise executes this agreement.

Adopted 11/5/2010.

RE&E-Your Committee recommends passage of the accompanying resolution approving License Settlement Conference recommendations relating to the Tobacco and Confectionery Licenses held by Downtown Tobacco, 428 Hennepin Av S.

Adopted 11/5/2010.

Resolution 2010R-529, approving License Settlement Conference recommendations relating to the Tobacco and Confectionery Licenses held by Downtown Tobacco, 428 Hennepin Av S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-529 By Glidden

Approving License Settlement Conference recommendations relating to the Tobacco and Confectionery Licenses held by Downtown Tobacco, 428 Hennepin Av S.

Whereas, the Licenses & Consumer Services Division held a License Settlement Conference hearing on August 26, 2010 with the licensee; and

Whereas, the Regulatory, Energy & Environment Committee received Findings of Fact, Conclusions and Recommendations that concluded that the licensee failed to comply with Section 259.250 of the Minneapolis Code of Ordinances governing business license management responsibilities;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the Licenses and Consumer Services Department acknowledges the licensee's interest in resolving the issues at its licensed establishment. Due to the expressed willingness of all parties to

bring the property into compliance with all applicable ordinances, statutes and regulations, the following recommendations be adopted, as more fully set forth in said Findings on file in the Office of the City Clerk and made a part of this report by reference:

- 1. The licensee agrees to freely and voluntarily relinquish his Tobacco and Confectionery Licenses by March 31, 2011.
 - 2. All prior license conditions are still in place and enforceable. Adopted 11/5/2010.

RE&E - Your Committee, having under consideration the property located at 1720 W Broadway, which has been determined by the Department of Regulatory Services to constitute a nuisance under the Minneapolis Code of Ordinances; and a Director's Order to Demolish the property having been issued to the property owner, which was subsequently appealed to the Nuisance Condition Process Review Panel, now recommends concurrence with the recommendation of the Panel that said Order be upheld and that the structure located at 1720 W Broadway be demolished, in accordance with the Findings of Fact, Conclusions and Recommendation on file in the Office of the City Clerk, which are hereby made a part of this report by reference.

Adopted 11/5/2010.

RE&E-Your Committee, having under consideration the Rental Dwelling License held by Glen Ford for the property located at 1320 16th Av N; and the licensee having been notified of the City's intent to revoke the license and not having filed an appeal, now recommends concurrence with the recommendation of the Director of Inspections that said license be revoked for failure to meet licensing standards pursuant to Section 244.1910 (3) of the Minneapolis Code of Ordinances relating to illegal occupancy, as more fully set forth in the Findings of Fact on file in the Office of the City Clerk which are hereby made a part of this report by reference.

Adopted 11/5/2010.

RE&E-Your Committee, having under consideration the Rental Dwelling License held by Osman Dirie for the property located at 3205 3rd Av S; and the licensee having been notified of the City's intent to revoke the license and not having filed an appeal, now recommends concurrence with the recommendation of the Director of Inspections that said license be revoked for failure to meet licensing standards pursuant to Section 244.1910 (11) (a) of the Minneapolis Code of Ordinances relating to delinquent assessments owing the City of Minneapolis, as more fully set forth in the Findings of Fact on file in the Office of the City Clerk which are hereby made a part of this report by reference.

Adopted 11/5/2010.

RE&E - Your Committee, having under consideration the Rental Dwelling License held by Joseph and Sari Dominques for the property located at 1073 26th Av SE; and the licensee having been notified of the City's intent to revoke the license and not having filed an appeal, now recommends concurrence with the recommendation of the Director of Inspections that said license be revoked for failure to meet licensing standards pursuant to Section 244.1910 (11) (a) of the Minneapolis Code of Ordinances relating to delinquent assessments owing the City of Minneapolis, as more fully set forth in the Findings of Fact on file in the Office of the City Clerk which are hereby made a part of this report by reference. Adopted 11/5/2010.

RE&E - Your Committee, having under consideration the Rental Dwelling License held by Jason M. Quick for the property located at 3605 4th Av S; and the licensee having been notified of the City's intent to revoke the license and not having filed an appeal, now recommends concurrence with the recommendation of the Director of Inspections that said license be revoked for failure to meet licensing standards pursuant to Section 244.1910 (11) (a) of the Minneapolis Code of Ordinances relating to delinquent assessments owing the City of Minneapolis, as more fully set forth in the Findings of Fact on file in the Office of the City Clerk which are hereby made a part of this report by reference.

Adopted 11/5/2010.

The REGULATORY, ENERGY & ENVIRONMENT and WAYS & MEANS/BUDGET Committees submitted the following report:

RE&E & W&M/Budget - Your Committee recommends that the proper City officers be authorized to submit a Healthy Homes Production Grant to the United States Department of Housing and Urban Development (HUD) seeking up to \$1,000,000 to reduce environmental hazards related to children's health and resolve problematic deficiencies in housing for the elderly, including solutions for mold and moisture problems, radon identification and reduction, trip/fall hazards, chemical poisoning, green cleaning, lead dust hazards, dust mites and other asthma triggers, bed bugs, roach and other pest infestations. The intended project work area will be specific to property owners and residents in Minneapolis.

Adopted 11/5/2010.

The TRANSPORTATION & PUBLIC WORKS Committee submitted the following reports:

T&PW - Your Committee, having under consideration proposed assessments for the repair and construction of public sidewalks, and having held a public hearing thereon, now recommends passage of the accompanying resolution adopting the assessments, levying the assessments, and adopting the assessment rolls for the repair and construction of public sidewalks on the list of properties dated October 7, 2010.

Quincy moved that the assessment against the property located at 5148 11th Ave S be removed from the assessment roll to be levied in 2011 and be placed on the assessment roll to be levied in 2012. Seconded.

Adopted upon a voice vote.

The report, as amended, was adopted 11/5/2010.

Resolution 2010R-530, adopting and levying assessments for the repair and construction of public sidewalks, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-530 By Colvin Roy

Adopting the assessments, levying the assessments, and adopting the assessment rolls for the repair and construction of public sidewalks on the list of properties set forth in Petn No 274584.

Whereas, an Administrative Hearing was held on September 21, 2010 to consider objections and comments regarding the unpaid charges for public sidewalk repair and construction; and

Whereas, the Administrative Hearing Officer made a determination in each case presented and the summary of the Administrative Hearing is set forth in Petn No 274584; and

Whereas, a public hearing was held on October 26, 2010 in accordance with Chapter 8, Sections 12 and 13 of the Minneapolis City Charter to consider the proposed assessments as shown on the proposed assessment rolls on file in the office of the City Clerk and to consider all written and oral objections and statements regarding this matter;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proposed assessment for the property identified as 5148 11th Ave S, Property ID 14-028-24-31-0101, in the amount of \$453.95, be removed from the assessment roll to be levied to the 2011 real property taxes and placed on the assessment roll to be levied to the 2012 real property taxes;

That the proposed assessments against the affected properties on the list dated October 7, 2010 set forth in Petn No 274584, in the total amount of \$831,966.85 and as shown on the proposed assessment rolls on file in the office of the City Clerk, revised to \$830,476.84 as a result of the above change and as a result of full prepayments received, are hereby adopted and levied.

Be It Further Resolved that the assessments of more than \$1,500 be collected in ten (10) successive equal annual principal installments beginning on the 2011 real estate tax statements with interest.

Be It Further Resolved that the assessments of more than \$150 up to \$1,500 be collected in five (5) successive equal annual principal installments beginning on the 2011 real estate tax statements with interest.

Be It Further Resolved that the assessments of \$150 or less be collected in one (1) installment on the 2011 real estate tax statements with interest.

Be It Further Resolved that the assessment rolls as prepared by the City Engineer be and hereby are adopted and that the City Clerk is hereby directed to transmit certified copies of the assessment rolls to the Hennepin County Auditor.

Adopted 11/5/2010.

T&PW - Your Committee, having under consideration unpaid assessments for snow and ice removal from public sidewalks, and having held a public hearing thereon, now recommends passage of the accompanying resolution adopting and levying the assessments for the removal of snow and ice from public sidewalks on the list of properties dated October 7, 2010, with the adjustments recommended by staff following the Administrative Hearing held on September 20, 2010.

Adopted 11/5/2010.

Resolution 2010R-531, adopting and levying assessments for unpaid charges for the removal of snow and ice from public sidewalks, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-531 By Colvin Roy

Adopting and levying the assessments for the unpaid charges for the removals of snow and ice from public sidewalks on the list of properties set forth in Petn No 274584.

Whereas, an Administrative Hearing was held on September 20, 2010 to consider objections and comments regarding the unpaid charges for snow and ice removal from sidewalks; and

Whereas, the Administrative Hearing Officer made a determination in each case presented and the summary of the Administrative Hearing is set forth in Petn No 274584; and

Whereas, a public hearing was held on October 26, 2010 in accordance with Chapter 8, Sections 12 and 13 of the Minneapolis City Charter, subsequent to the Administrative Hearing, to consider the proposed assessments as shown on the proposed assessment rolls on file in the office of the City Clerk, and to consider all written and oral objections and statements regarding this matter;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proposed assessment for the property identified as 3500 3rd Ave S, Property ID 03-028-24-42-0032, in the amount of \$427.50, be removed from the assessment roll;

That the proposed assessment for the property identified as 1901 19th Ave NE, Property ID 12-029-24-43-0134, in the amount of \$259.50, be removed from the assessment roll;

That the proposed assessment for the property identified as 5300 Chicago Ave, Property ID 14-028-24-33-0151, in the amount of \$84.00, be removed from the assessment roll;

That the proposed assessment for the property identified as 4913 France Ave S, Property ID 17-028-24-23-0090, in the amount of \$168.00, be removed from the assessment roll;

That the proposed assessment for the property identified as 2501 Pleasant Ave S, Property ID 34-029-24-24-0076, in the amount of \$339.00, be removed from the assessment roll;

That the proposed assessments against the affected properties on the list dated October 7, 2010 set forth in Petn No 274584 in the total amount of \$95,142.70, as shown on the proposed assessment rolls on file in the office of the City Clerk, be revised to \$91,961.20 as a result of the determination in

the Administrative Hearing summary as listed above and as a result of full prepayments received, are hereby adopted and levied.

Be It Further Resolved that the assessments in the total amount of \$91,961.20 be collected in one (1) installment on the 2011 real estate tax statements with interest.

Be It Further Resolved that the assessment rolls as prepared by the City Engineer be and hereby are adopted and that the City Clerk is hereby directed to transmit certified copies of said assessment rolls to the Hennepin County Auditor.

Adopted 11/5/2010.

- **T&PW** Your Committee, having under consideration the special assessment deferment applications submitted by:
- a) Marie Wakiriak (Senior Citizen) to defer the special assessment (Levy 01052, Project 11S05) for sidewalk repair and construction in the original principal amount of \$1,077.63, for payable 2011 and subsequent years, on the property located at 624 Madison St NE, PID 14-029-24-42-0065, legal description: Lot 9 and the South 1/2 of Lot 8, Block 23, Sibley Addition to St Anthony; and
- b) Mildred W. Nygren (Senior Citizen) to defer the special assessment (Levy 01052, Project 11S10) for sidewalk repair and construction in the principal amount of \$2,041.72, for payable 2011 and subsequent years, on the property located at 5132 Chicago Ave, PID 14-028-24-32-0141, legal description: Lot 24, Block 6, "Edenhurst";

now recommends that said applications be approved as provided for in Minnesota Statutes, Sections 435.193 through 435.195, and Council Resolutions 80R-365 passed August 8, 1980 and 93R-134 passed April 16, 1993.

Adopted 11/5/2010.

T&PW - Your Committee recommends passage of the accompanying resolution directing the Hennepin County Auditor to cancel the levied sidewalk assessment on the parcel as identified by its Property ID Number for taxes payable in 2010 and subsequent years.

Adopted 11/5/2010.

Resolution 2010R-532, directing the Hennepin County Auditor to cancel a special assessment for sidewalk improvements for payable 2010 and subsequent years', was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-532 By Colvin Roy CANCELLATION OF MINNEAPOLIS PUBLIC WORKS SIDEWALK SPECIAL ASSESSMENT

Directing the Hennepin County Auditor to cancel the special assessment for sidewalk improvements for payable 2010 and subsequent years tax files described hereinafter.

Whereas, in accordance with Chapter 10 of the Minneapolis City Charter, the City Council of the City of Minneapolis passed resolutions in 2009 adopting the assessment rolls as prepared by the City Engineer and ordered the transmittal of certified copies of the assessment rolls to the Hennepin County Auditor for collection to begin on the 2010 real estate tax statements; and

Whereas, there is the following described assessment that is erroneously being carried on the real estate tax statement due to a full prepayment of the assessment;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That pursuant to the provisions of Chapter 10, Section 15 of the Minneapolis City Charter, the Hennepin County Auditor is hereby directed to cancel the following levied special assessment from the 2010 and subsequent years' tax statements:

 LEVY
 PROJECT
 PROPERTY ID
 ORIGINAL AMT

 01052
 10S05
 15-028-24-44-0085
 \$280.97

Adopted 11/5/2010.

T&PW - Your Committee, having under consideration the extension of 25th Ave SE as part of the infrastructure project in the Southeast Minneapolis Industrial (SEMI) area, now recommends passage of the accompanying resolution authorizing the proper City officers to pursue acquisition of portions of properties to be used in the project.

Adopted 11/5/2010.

Resolution 2010R-533, authorizing the proper City officers to pursue acquisition of portions of properties to be used for the 25th Ave portion of the SEMI infrastructure, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-533 By Colvin Roy

Authorizing the proper City officers to pursue acquisition of portions of properties to be used for the 25th Ave portion of the SEMI infrastructure.

Whereas, CPED and Public Works plan to extend Malcolm Avenue SE and 25th Avenue SE and build Granary Road in the Southeast Minneapolis Industrial (SEMI) redevelopment project area; and Whereas, these roads will provide access in the SEMI area where no public access now exists; and

Whereas, Granary Road has also been identified in a Memorandum of Understanding between the City, County, University of Minnesota, and Metropolitan Council, as a betterment related to the Central Corridor LRT Project; and

Whereas, by Resolution 2009R-038, the City Council of the City of Minneapolis authorized the proper City officers to pursue acquisition of portions of certain properties for the construction of 25th Ave; and

Whereas, the specific lands to be acquired are legally described on Exhibit A (the "Properties"), as set forth in Petn No 274584 on file in the office of the City Clerk; and

Whereas, the Properties consist of three parcels that comprise two different properties: Parcel 25-1 is owned by BNSF Railway Company and Parcels 25-2 and 25-3 are owned by Union Pacific Railroad Company; and

Whereas, the land to be acquired from Parcel 25-1 is approximately 3,127 square feet located in the most northwesterly corner of the parcel, of which 1,600 square feet is already subject to a road and utility easement; and

Whereas, the land to be acquired from Parcels 25-2 and 25-3 is an 80-foot wide strip located at the most northwesterly edge of the property that is subject to three separate existing easements for access, roadway and utility, and ingress and egress purposes; and

Whereas, the City has obtained appraisals of the estimated damages caused by the acquisition of the Properties, has provided the appraisal reports to the respective owners of the Properties, and has negotiated in good faith with the owners for the acquisition of the Properties; and

Whereas, the owners of the Properties have expressed a willingness to sell their respective Properties to the City, but the City has been unsuccessful in reaching an agreement on terms for the purchase of the Properties;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proper City officers be authorized to pursue acquisition through negotiation with property owners or through condemnation of the Properties as described on Exhibit A (Petn 274584). Adopted 11/5/2010.

T&PW-Your Committee, having under consideration plans to reconstruct Riverside Ave S between Cedar Ave and Franklin Ave using Municipal State Aid (MSA) funds, and having been informed that the plans for the project do not meet all MSA Rules for parking lane widths, now recommends passage of the accompanying resolution directing the City Engineer to submit to the Commissioner of Transportation a formal request for a variance from Mn/DOT State Aid Rules to permit the reconstruction of Riverside Ave from Cedar Ave to Franklin Ave with parking lane widths of 8 feet instead of 10 feet.

Adopted 11/5/2010.

Resolution 2010R-534, directing the City Engineer to proceed with a variance request from State Aid Rules for parking lane width in the reconstruction of Riverside Ave between Cedar Ave and Franklin Ave, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-534 By Colvin Roy

Directing the City Engineer to proceed with a variance request from State Aid Rules per Administrative Variance to State Aid Operations Rules, Chapter 8820 effective October 1, 2007, to the Minnesota Commissioner of Transportation for the reconstruction of Riverside Ave between Cedar Ave and Franklin Ave.

Whereas, the City of Minneapolis wishes to reconstruct Riverside Ave S between Cedar Ave and Franklin Ave; and

Whereas, Minnesota Department of Transportation State Aid Rule 8820.9936 (Design Standards, Urban; New or Reconstruction Projects) per Administrative Variance to State Aid Operation Rules, Chapter 8820, effective October 1, 2007, require "New or reconstruction projects for urban roadway must meet or exceed the minimum dimensions indicated in the following design chart"; and

Whereas, the design chart has minimum parking lane widths indicated for Collectors or Locals with Average Daily Traffic (ADT) equal to or greater than 10,000 vehicles and Arterials; and

Whereas, physical constraints, pedestrian accessibility, traffic management, and urban landscaping limit some of the parking lane widths of Riverside Ave S between Cedar Ave and Franklin Ave; and

Whereas, State Aid Rules provide that a political subdivision may request a variance from the Rules;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the City Engineer is hereby directed to submit to the Commissioner of Transportation a formal request for variance from Mn/DOT State Aid Rule 8820.9936 per Administrative Variance to State Aid Operations Rules, Chapter 8820, effective October 1, 2007, for Collectors or Locals with ADT equal to or greater than 10,000 vehicles to permit the reconstruction of Riverside Ave from Cedar Ave to Franklin Ave with all parking lanes, north and south sides, on Riverside Ave from Cedar Ave to Franklin Ave to be reconstructed at a width of 8.0 feet instead of 10.0 feet as required by Rule 8820.9936.

Adopted 11/5/2010.

T&PW - Your Committee recommends passage of the accompanying resolution establishing 60 DNL as the standard for airport noise for which corrective and preventative land use measures shall be undertaken.

Adopted 11/5/2010.

Resolution 2010R-535, establishing 60 DNL as the airport noise threshold for preventative and corrective measures in the environs of Minneapolis-St. Paul International Airport, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-535 By Colvin Roy, Glidden, Hodges, Quincy, and Lilligren

Establishing 60 DNL as the airport noise threshold for preventative and corrective measures in the environs of Minneapolis-St. Paul International Airport.

Whereas, the City of Minneapolis residents are subject to airport noise as a result of operations at Minneapolis-St. Paul International Airport and will continue to be subject to airport noise for the foreseeable future; and

Whereas, excessive noise is a serious hazard to the public health, welfare, safety, and the quality of life, and a substantial body of science and technology exists by which excessive noise can be substantially abated; and

Whereas, FAA has determined that the responsibility for determining acceptable and permissible land uses and the relationships between specific properties and noise contours in response to locally determined needs and values in achieving compatible land uses rests with local authorities; and

Whereas, in 1996 the Minnesota Legislature decided to expand the existing Minneapolis/St. Paul International Airport and directed MAC to develop a noise mitigation plan examining measures to 60 DNL; and

Whereas, in 1996 the MSP Noise Mitigation Committee adopted recommendations including noise mitigation to the 60 DNL and recommended a modified program to homes through 55 DNL; and

Whereas, on October 28, 1996 MAC approved the MSP Noise Mitigation Committee recommendations including extending the residential sound insulation program for the area encompassed by the 2005 DNL 60 contour but did not approve a modified program to the 55 DNL; and

Whereas, the State of Minnesota Advisory Council on Metropolitan Airport Planning, pursuant to the Legislature's direction to review the recommendation and comment to the Legislature, reviewed the recommendation and concurred with the Commission's recommendation; and

Whereas, the Metropolitan Airports Commission in their 2001 and 2004 Part 150 studies stated that they considered a standard of 60 dB for eligibility for the MAC Sound Insulation Program; and

Whereas, Metropolitan Council's Land Use Policy guidance indicates that residential land use within the 60 DNL contour is inconsistent without sound attenuation; and

Whereas, Policy 6.12.2 of the City's comprehensive plan, The Minneapolis Plan for Sustainable Growth, states that the City will "Advocate for the extension of the sound insulation program to the Metropolitan Airports Commission 60 DNL line"; and

Whereas, a large body of evidence shows that airport noise is more annoying than other noise for the same DNL; and

Whereas, as early as 1985 when the MAC and City of Minneapolis first jointly explored the effectiveness of sound-treating noise-impacted homes, it was realized that the average normal structural attenuation of noise in local homes was over 29 dB (subsequently with an expanded base the average is accepted as 27 dB); and

Whereas, that same joint study effort pointed out that "HUD has defined an interior noise level of 45 Ldn as the maximum permissible for residential housing under their programs. This standard is the maximum noise level which the federal government will allow program participants to be subjected to in subsidized housing. It is not a level they would prefer. It is not necessarily a level that residents in a neighborhood near the airport would find acceptable."; and

Whereas, from the very early beginnings of the noise mitigation program, it was recognized that even with an average 45 DNL interior, individual events would occur with noise level peaks which disturb and annoy a significant percentage of residents; and

Whereas, MAC has provided noise attenuation with and without the use of federal funds to thousands of homes in the 63 and 64 DNL contours, in the 65-70 DNL contours, and above 70 DNL contours irrespective of whether the pre-treatment interior sound level of the home was below 45 DNL;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That 60 DNL is the City of Minneapolis' airport noise threshold for preventative and corrective noise mitigation in the environs of the Minneapolis-St. Paul International Airport.

Be It Further Resolved that all airport comprehensive plans, environmental studies, and noise compatibility studies shall analyze airport noise impacts to at least the 60 DNL and address preventative and corrective measures to the 60 DNL contour.

Be It Further Resolved that it is the goal of an airport noise mitigation program in the 60-64 DNL to reduce speech interference, moderate annoyance, and to alleviate sleep interference; noise attenuation shall be based on a goal of achieving an interior LAmax of no greater than 45 dB.

Adopted 11/5/2010.

T&PW - Your Committee, having under consideration passage of the accompanying resolution approving the Second Amended and Restated Joint Powers Agreement Establishing the I-35W Solutions Alliance and authorizing the proper City officers to execute the agreement, now recommends that said resolution be **sent forward without recommendation**.

Colvin Roy moved that the report be amended by deleting the language "be sent forward without recommendation" and inserting in lieu thereof "be approved". Seconded.

Adopted by unanimous consent.

The report, as amended, was adopted 11/5/2020.

Resolution 2010R-536, approving the Second Amended and Restated Joint Powers Agreement Establishing the I-35W Solutions Alliance and authorizing the proper City officers to execute the agreement, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-536 By Colvin Roy

Approving the Second Amended and Restated Joint Powers Agreement Establishing the I-35W Solutions Alliance and authorizing the proper City officers to execute the agreement.

Whereas, the City Council of the City of Minneapolis is the governing body of the City of Minneapolis; and

Whereas, the City of Minneapolis is a member of the Joint Powers Agreement creating the I-35W Solutions Alliance; and

Whereas, the Joint Powers Agreement will expire on December 31, 2010, unless the members agree to extend it; and

Whereas, it is in the best interests of the City of Minneapolis, the region, and the state to continue the work of the I-35W Solutions Alliance;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the City Council approves and adopts the Second Amended and Restated Joint Powers Agreement, as set forth in Petn No 274584 on file in the office of the City Clerk.

Be It Further Resolved that the proper City officers will execute the Second Amended and Restated Joint Powers Agreement and that a certified copy of this resolution approving it will be filed with the City Clerk of Burnsville, Minnesota.

Adopted 11/5/2010.

The TRANSPORTATION & PUBLIC WORKS and WAYS & MEANS/BUDGET Committees submitted the following reports:

T&PW & W&M/Budget - Your Committee, having under consideration the abandonment and removal of areaways in connection with the 3rd Ave N (Washington Ave to 5th St N) Reconstruction Project, Special Improvement of Existing Street No 9882, and having held a public hearing thereon, now recommends passage of the accompanying resolutions:

- a) Adopting and levying the assessment for the areaway abandonment and removal for the benefited property located at 250 3rd Ave N; and
 - b) Requesting the Board of Estimate and Taxation to issue and sell bonds for the project. Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

Resolution 2010R-537, adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property located at 250 3rd Ave N, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-537 By Colvin Roy and Hodges

Adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property known as 250 3rd Ave N, PID 22-029-24-42-0072, as set forth in Petn No 274585.

Whereas, a public hearing was held on October 26, 2010 in accordance with Chapter 8, Sections 12 and 13, Chapter 10, Section 6 of the Minneapolis City Charter, and Sections 24.180 and 95.90 of the Minneapolis Code of Ordinances to consider the proposed assessment as shown on the proposed assessment roll on file in the office of the City Clerk, and to consider all written and oral objections and statements regarding this matter;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proposed assessment against the affected property at 250 3rd Ave N, PID No 22-029-24-42-0072, and legally described as:

Lots 4&5, Town of Minneapolis and Hoag's Addition to Minneapolis according to the recorded plats thereof, together with that part of abandoned 3rd Street North that accrued by reason of Stipulation and Court Order filed as Document No 5482816

set forth in Petn No 274585 in accordance with the Areaway Abandonment and Removal Project in connection with the 3rd Ave N (Washington Ave N to 5th St N) Street Reconstruction Project, Special Improvement of Existing Street No 9882 as ordered by Resolution 2009R-150 in the total amount of \$312,175.51, and as shown on the proposed assessment roll on file in the office of the City Clerk, be and hereby is adopted and levied.

Be It Further Resolved that the number of successive equal annual principal installments by which the special assessments may be paid shall be fixed at twenty (20) and that the interest be charged at the same rate as assessment bonds are sold for, with collection of the special assessment to begin on the 2011 real estate tax statement.

Be It Further Resolved that the assessment roll, as prepared by the City Engineer, be and hereby is adopted and that the City Clerk is hereby directed to transmit a certified copy of said assessment roll to the Hennepin County Auditor.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

Resolution 2010R-538, Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$312,180 for the purpose of paying the assessed cost of areaway abandonment and removal at 250 3rd Ave N, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-538 By Colvin Roy and Hodges

Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$312,180 for certain purposes other than the purchase of public utilities.

Resolved by The City Council of The City of Minneapolis:

That the Board of Estimate and Taxation be requested to incur indebtedness and issue and sell City of Minneapolis bonds for the purpose of paying the assessed cost of areaway abandonment and removal at 250 3rd Ave N, PID 22-029-24-42-0072, in accordance with the 3rd Ave N (Washington Ave to 5th St N) Street Reconstruction Project, Special Improvement of Existing Street No 9882, to be assessed against said benefited property as estimated by the City Council which assessment shall be collectible in twenty (20) successive annual installments, payable in the same manner as real estate taxes.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/8/2010.

T&PW & W&M/Budget - Your Committee, having under consideration the abandonment and removal of areaways in connection with the 2nd Ave S and Marquette Ave Transit Project Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6739, and having held a public hearing thereon, now recommends passage of the accompanying resolutions:

- a) Adopting and levying the assessment for the areaway abandonment and removal for the benefited property located at 625 2nd Ave S; and
 - b) Requesting the Board of Estimate and Taxation to issue and sell bonds for the project. Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

Resolution 2010R-539, adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property located at 625 2nd Ave S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-539 By Colvin Roy and Hodges

Adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property known as 625 2nd Ave S, PID 27-029-24-11-0031, as set forth in Petn No 274585.

Whereas, a public hearing was held on October 26, 2010, in accordance with Chapter 8, Sections 12 and 13, Chapter 10, Section 6 of the Minneapolis City Charter, and Sections 24.180 and 95.90 of the Minneapolis Code of Ordinances, to consider the proposed assessment as shown on the proposed assessment roll on file in the office of the City Clerk, and to consider all written and oral objections and statements regarding this matter;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proposed assessment against the affected property at 625 2nd Ave S, PID No 27-029-24-11-0031, and legally described as:

That part of Lots 1, 2 and 3, Block 219, Brown & Jackin's Addition to Minneapolis described as follows: Beginning at the most Westerly corner of Block 219, thence Southeasterly along the Southwesterly line of said block a distance of 165 feet, thence Northeasterly parallel with 2nd Ave S a distance of 100 feet, thence Northwesterly parallel with 7th St S a distance of 65 feet, thence Southwesterly parallel with 2nd Ave S a distance of 30 feet, thence Northwesterly parallel with 7th St S a distance of 100 feet to 2nd Ave S, thence Southwesterly a distance of 70 feet to the point of beginning set forth in Petn No 274585 in accordance with the Areaway Abandonment and Removal Project No 2276, in connection with the 2nd Ave S and Marquette Ave Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6739, as ordered by Resolution 2008R-222 in the total amount of \$22,476.53 and as shown on the proposed assessment roll on file in the office of the City Clerk, be and hereby is adopted and levied.

Be It Further Resolved that the number of successive equal annual principal installments by which the special assessments may be paid shall be fixed at twenty (20) and that interest be charged at the same rate as assessment bonds are sold for, with collection of the special assessment to begin on the 2011 real estate tax statement.

Be It Further Resolved that the assessment roll, as prepared by the City Engineer, be and hereby is adopted and that the City Clerk is hereby directed to transmit a certified copy of said assessment roll to the Hennepin County Auditor.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

Resolution 2010R-540, requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$22,480 for the purpose of paying the assessed cost of areaway abandonment and removal at 625 2nd Ave S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-540 By Colvin Roy and Hodges

Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$22,480 for certain purposes other than the purchase of public utilities.

Resolved by The City Council of The City of Minneapolis:

That the Board of Estimate and Taxation be requested to incur indebtedness and issue and sell City of Minneapolis bonds for the purpose of paying the assessed cost of areaway abandonment and removal at 625 2nd Ave S, PID 27-029-24-11-0031, in accordance with the 2nd Ave S and Marquette Ave Transit Project, Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6739, to be assessed against said benefited properties as estimated by the City Council which assessment shall be collectible in twenty (20) successive annual installments, payable in the same manner as real estate taxes.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

T&PW & W&M/Budget - Your Committee, having under consideration the abandonment and removal of areaways in connection with the 2nd Ave S and Marquette Ave Transit Project Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6739, and having held a public hearing thereon, now recommends passage of the accompanying resolutions:

a) Adopting and levying the assessment for the areaway abandonment and removal for the benefited property located at 1000 Marquette Ave S; and

b) Requesting the Board of Estimate and Taxation to issue and sell bonds for the project. Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

Resolution 2010R-541, adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property located at 1000 Marquette Ave S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-541 By Colvin Roy and Hodges

Adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property known as 1000 Marquette Ave S, PID 27-029-24-13-0088, as set forth in Petn No 274585.

Whereas, a public hearing was held on October 26, 2010, in accordance with Chapter 8, Sections 12 and 13, Chapter 10, Section 6 of the Minneapolis City Charter and Sections 24.180 and 95.90 of the Minneapolis Code of Ordinances, to consider the proposed assessment as shown on the proposed assessment roll on file in the office of the City Clerk and to consider all written and oral objections and statements regarding this matter;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proposed assessment against the affected property at 1000 Marquette Ave S, PID No 27-029-24-13-0088, and legally described as:

That part of Lots 7, 8 and 9, Block 13 Snyder and Co's 1st Addition and that part of Lots 7, 8 and 9, Block 13, Wells, Sampson and Bell Addition described as: Beginning on the Southwesterly line of 10th St S at a point 212.5 feet Southeasterly from the Southeasterly line of Nicollet Ave, thence Southwesterly parallel with Nicollet Ave to the Northeasterly line of the alley, thence Southeasterly along said Northeasterly line to the Northwesterly line of Marquette Ave, thence Northeasterly along said Northwesterly line to the Southwesterly line of 10th St S, thence Northwesterly to the point of beginning

set forth in Petn No 274585 in accordance with the Areaway Abandonment and Removal Project No 2271, in connection with the 2nd Ave S and Marquette Ave Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6740 as ordered by Resolution 2008R-222 in the total amount of \$159,828.90 and as shown on the proposed assessment roll on file in the office of the City Clerk, be and hereby is adopted and levied.

Be It Further Resolved that the number of successive equal annual principal installments by which the special assessments may be paid shall be fixed at twenty (20) and that interest be charged at the same rate as assessment bonds are sold for, with collection of the special assessment to begin on the 2011 real estate tax statement.

Be It Further Resolved that the assessment roll as prepared by the City Engineer be and hereby is adopted and that the City Clerk is hereby directed to transmit a certified copy of said assessment roll to the Hennepin County Auditor.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

Resolution 2010R-542, requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$159,830 for the purpose of paying the assessed cost of areaway abandonment and removal at 1000 Marquette Ave S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-542 By Colvin Roy and Hodges

Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$159,830 for certain purposes other than the purchase of public utilities.

Resolved by The City Council of The City of Minneapolis:

That the Board of Estimate and Taxation be requested to incur indebtedness and issue and sell City of Minneapolis bonds for the purpose of paying the assessed cost of areaway abandonment and removal at 1000 Marquette Ave S, PID 27-029-24-13-0088, in accordance with the 2nd Ave S and Marquette Ave Transit Project, Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6740, to be assessed against said benefited properties as estimated by the City Council which assessment shall be collectible in twenty (20) successive annual installments, payable in the same manner as real estate taxes.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

T&PW & W&M/Budget - Your Committee, having under consideration the removal of areaways in connection with the W Lake St (Dupont Ave S to Blaisdell Ave S) and Lyndale Ave S (W 29th St to W 31st St) Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6708, and having held a public hearing thereon, now recommends passage of the accompanying resolutions:

- a) Adopting and levying the assessment for the areaway abandonment and removal for the benefited property located at 2957 Lyndale Ave S; and
 - b) Requesting the Board of Estimate and Taxation to issue and sell bonds for the project. Adopted 11/5/2010.

Resolution 2010R-543, adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property located at 2957 Lyndale Ave S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-543 By Colvin Roy and Hodges

Adopting and levying the assessment for the unpaid charge for the areaway abandonment and removal from the property known as 2957 Lyndale Ave S, PID 34-029-24-33-0105, as set forth in Petn No 274585.

Whereas, a public hearing was held on November 5, 2009 in accordance with Chapter 8, Sections 12 and 13, Chapter 10, Section 6 of the Minneapolis City Charter and Sections 24.180 and 95.90 of the Minneapolis Code of Ordinances, to consider the proposed assessment as shown on the proposed assessment roll on file in the office of the City Clerk, and to consider all written and oral objections and statements regarding this matter; and

Whereas, consideration of the assessment was postponed until October 26, 2010 by the Transportation and Public Works Committee;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proposed assessment against the affected property at 2957 Lyndale Ave S, PID No 34-029-24-33-0105, and legally described as:

Lot 8, Block 9, "Excelsior Addition to Minneapolis",

set forth in Petn No 274585 in accordance with the W Lake St (Dupont Ave S to Blaisdell Ave S) and Lyndale Ave S (W 29th St to W 31st St) Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6708, as ordered by Resolution 2007R-151, in the total amount of \$6,954.72 and as shown on the proposed assessment roll on file in the office of the City Clerk, be and hereby is adopted and levied.

Be It Further Resolved that the number of successive equal annual principal installments by which the special assessment may be paid shall be fixed at ten (10) and that interest be charged at the same rate as assessment bonds are sold for, with collection of the special assessment to begin on the 2012 real estate tax statement.

Be It Further Resolved that the assessment roll as prepared by the City Engineer be and hereby is adopted and that the City Clerk is hereby directed to transmit a certified copy of said assessment roll to the Hennepin County Auditor.

Adopted 11/5/2010.

Resolution 2010R-544, requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$6,955 for the purpose of paying the assessed cost of areaway abandonment and removal at 2957 Lyndale Ave S, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-544 By Colvin Roy and Hodges

Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis bonds in the amount of \$6,955 for certain purposes other than the purchase of public utilities.

Resolved by The City Council of The City of Minneapolis:

That the Board of Estimate and Taxation be requested to incur indebtedness and issue and sell City of Minneapolis bonds for the purpose of paying the assessed cost of areaway abandonment and removal at 2957 Lyndale Ave S, PID No 34-029-24-33-0105, in accordance with the W Lake St (Dupont Ave S to Blaisdell Ave S) and Lyndale Ave S (W 29th St to W 31st St) Street Reconstruction and Streetscape Project, Special Improvement of Existing Street No 6708, to be assessed against said benefited property as estimated by the City Council which assessment shall be collectible in ten (10) successive annual installments, payable in the same manner as real estate taxes.

Adopted 11/5/2010.

T&PW & W&M/Budget - Your Committee recommends that the proper City officers be authorized to extend Contract C-22070 with Certegy, Inc. through September 30, 2011 for check guarantee services for checks presented at the Minneapolis Impound Lot.

Adopted 11/5/2010.

The WAYS & MEANS/BUDGET Committee submitted the following reports:

W&M/Budget - Your Committee recommends passage of the accompanying resolution authorizing the settlement of legal matters, as recommended by the City Attorney.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

Resolution 2010R-545, authorizing legal matters of *Vera Milyavskaya*; and *Brendon Schram*, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-545 By Hodges

Authorizing legal settlements.

Resolved by The City Council of The City of Minneapolis:

That the City Attorney is authorized to proceed with the settlement of:

- a) Vera Milyavskaya v. City of Minneapolis, by payment of \$5,750 to Vera Milyavskaya and her attorney Michael J. Patera, from the Internal Service Self Insurance Fund (06900-1500100-145400); and
- b) Brendon Schram v. City of Minneapolis, by payment of \$51,923.86 for attorney fees and costs to Mansfield, Tanick & Cohen P.A. Trust Account, from the Internal Service Self Insurance Fund (06900-1500100-145400) on or before November 12, 2010.

Further, authorize the City Attorney's Office to execute any documents necessary to effectuate these matters.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/8/2010.

W&M/Budget - Your Committee recommends that proper City officers be authorized to amend the N. Harris Computer Corporation contract C00-15921A by \$80,000 for an increase in scope to purchase, implement and support the newest software release of the property management system within the City Assessor's Office. No additional appropriation required.

Adopted 11/5/2010.

W&M/Budget - Your Committee recommends authorizing the proper City officers to execute a contract with Thomson Reuters, Inc. d/b/a Paisley for a not-to-exceed amount of \$50,000, to provide auditing software that will improve the performance of the audit business functions by utilizing Thomson Reuters, Inc. d/b/a Paisley's contract document instead of the City's Standard Agreement Form. Adopted 11/5/2010.

W&M/Budget - Your Committee recommends that proper City officers be authorized to amend the Unisys managed services contract C-25200 by \$99,531 for an increase in scope to provide infrastructure that will allow use of video systems in Police squad cars. No additional appropriation required.

Adopted 11/5/2010.

W&M/Budget - Your Committee recommends authorizing the proper City officers to extend the Sogeti LLC USA contract scope C-20837 for three (3) years with an additional two (2) one-year options to renew the support of the Work Force Director[™], a timekeeping and scheduling software application used by Public Safety to schedule their employees on a 24x7 pattern to meet the mission of their respective departments.

Adopted 11/5/2010.

W&M/Budget - Your Committee recommends approval of the December 2010 utility billing insert on behalf of Animal Care & Control about Pet Licensing: Why it's important and how to do it. Adopted 11/5/2010.

W&M/Budget - Your Committee recommends acceptance of the following low bids received on OP #7356 to furnish and deliver fireproofing remediation at the Minneapolis Convention Center:

- a) Century Construction Company, Inc., in the amount of \$231,500 for demolition, temporary protection & carpentry;
 - b) Twin City Acoustics, in the amount of \$326,015 for acoustical ceilings;
 - c) Berg Drywall, LLC, in the amount of \$939,100 for drywall, fireproofing remediation; and
 - d) Egan Company, in the amount of \$315,879 for electrical work.

Adopted 11/5/2010.

Approved by Mayor Rybak 11/5/2010.

(Published 11/9/2010)

W&M/Budget - Your Committee having under consideration grant funding from the Minnesota Historical Society, now recommends the following:

- a) Authorize the proper City officers to accept Minnesota Historical and Cultural Heritage grant funds in the amount of \$75,000 to be used for the Warehouse District Heritage Street Plan;
- b) Passage of the accompanying resolution increasing the Community Planning and Economic Development (CPED) Department appropriation to reflect the receipt of grant funds, and increasing the revenue budget;
- c) Authorize the proper City officers to execute grant, subrecipient and/or disbursement and related agreements for these grants; and
 - d) Authorize execution of contract with Bonestroo as the preferred consultant. Adopted 11/5/2010.

RESOLUTION 2010R-546 By Hodges

Amending The 2010 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled resolution, as amended, be further amended as follows:

- a) Increasing the appropriation in the Department of Community Planning and Economic Development (CPED) Grants Other Fund (01600-8900420) by \$75,000; and
- b) Increasing the revenue source for the CPED Grants Other Fund (01600-8900420-321513) by \$75,000.

Adopted 11/5/2010.

W&M/Budget - Your Committee having under consideration the gift of artwork by Bob Perrizo entitled "Out of the Mist" being presented to the City of Minneapolis by The Alliance Française, (Petn 274593) a painting commemorating the 350th anniversary of the French arriving in Minnesota, now recommends passage of the accompanying resolution authorizing acceptance of said gift. Adopted 11/5/2010.

RESOLUTION 2010R-547 By Hodges

Authorizing the acceptance of the gift of artwork by Bob Perrizo entitled "Out of the Mist".

Resolved by The City Council of The City of Minneapolis:

That the proper City officers be authorized to accept the gift made to the City of Minneapolis by The Alliance Française entitled "Out of the Mist" by Bob Perrizo.

Adopted 11/5/2010.

W&M/Budget - Your Committee having under consideration the City of Minneapolis Write Off Policy and Minnesota Statute §541.05 regarding statute of limitations for collections, now recommends authorizing the proper City officers to consider the list of 26 unpaid invoices (Petn 274594), totaling \$496,292.17 to be uncollectible and written off as bad debt.

Adopted 11/5/2010.

The ZONING & PLANNING Committee submitted the following reports:

Z&P - Your Committee, having under consideration the appeal filed by Shamrock Development, Inc., from the decision of the Planning Commission denying a variance to increase the maximum allowable ratio of parking spaces per dwelling unit to 1.9 and approving in lieu thereof a ratio of 1.8 with a condition requiring the provision of a shared car as part of an application for a Planned Unit Development for a 150 unit residential building at 110 & 124 12th Ave S and 1102 2nd St S, now recommends, notwithstanding the recommendation of staff, that said appeal be granted, and that the variance be approved for a ratio of 1.85 with no requirement for a shared car.

Adopted 11/5/2010.

(Republished 12/31/2010)

Z&P – Your Committee concurs in the recommendation of the Planning Commission in granting the petition of Shamrock Development, Inc., (BZZ-4917) to rezone the property at 110 & 124 12th Ave S and 1102 2nd St S from I1 to the C3A District and to remove the ILOD Overlay District to permit a Planned Unit Development for a 150 unit residential building and adopting the related findings prepared by the Department of Community Planning & Economic Development.

Your Committee further recommends passage of the accompanying ordinance amending the Zoning Code.

Adopted 11/5/2010.

(Republished 12/31/2010)

Ordinance 2010-Or-094 amending Title 20, Chapter 521 of the Minneapolis Code of Ordinances relating to *Zoning Code: Zoning Districts and Maps Generally*, rezoning the properties at 110 & 124 12th Ave S and 1102 2nd St S to the C3A District and removing the ILOD Overlay District, was adopted 11/5/2010 by the City Council. A complete copy of this ordinance is available for public inspection in the office of the City Clerk.

(Republished 12/31/2010)

The following is the complete text of the unpublished summarized ordinance.

ORDINANCE 2010-Or-094
By Schiff
1st & 2nd Readings: 11/5/2010

Amending Title 20, Chapter 521 of the Minneapolis Code of Ordinances relating to Zoning Code: Zoning Districts and Maps Generally.

The City Council of The City of Minneapolis do ordain as follows:

Section 1. That Section 521.30 of the above-entitled ordinance be amended by changing the zoning district for the following parcel of land, pursuant to MS 462.357:

That part of the southwesterly 147 feet of Lots 2, 3, 4 and 5, Block 116, Town of Minneapolis, Hennepin County, Minnesota; and Lot 2, Block 1, South River Development Addition, Hennepin County, Minnesota; and Outlot D, Eleventh Avenue 2nd Addition, Hennepin County, Minnesota. (110 & 124 12th Ave S and 1102 2nd St S - Plate 14) to the C3A District.

Adopted 11/5/2010.

Z&P - Your Committee concurs in the recommendation of the Planning Commission denying the application of Jeff and Peggy Watson to vacate a triangular portion of the public right-of-way to the west of the alley on the block bounded by 50th St E, 11th Ave S and 51st St E (#1572), and to adopt the related findings prepared by the Department of Community Planning & Economic Development.

Adopted 11/5/2010.

Z&P – Your Committee, notwithstanding the recommendation of the Planning Commission, recommends granting the petition of Olga Stavrakis (BZZ-4952) to rezone the property at 2706-08 Pleasant Ave from R2B to the R3 District to permit legalization of an existing third dwelling unit.

Your Committee further recommends passage of the accompanying ordinance amending the Zoning Code.

Adopted 11/5/2010.

Declining to vote - Lilligren.

Ordinance 2010-Or-095 amending Title 20, Chapter 521 of the Minneapolis Code of Ordinances relating to *Zoning Code: Zoning Districts and Maps Generally*, rezoning the property at 2706-08 Pleasant Ave to the R3 District, was adopted 11/5/2010 by the City Council. A complete copy of this ordinance is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized ordinance.

ORDINANCE 2010-Or-095 By Schiff 1st & 2nd Readings: 11/5/2010

Amending Title 20, Chapter 521 of the Minneapolis Code of Ordinances relating to Zoning Code: Zoning Districts and Maps Generally.

The City Council of The City of Minneapolis do ordain as follows:

Section 1. That Section 521.30 of the above-entitled ordinance be amended by changing the zoning district for the following parcel of land, pursuant to MS 462.357:

That part of the south 39.75 feet of Lot 2, Block 1, Menages 3rd Addition to Minneapolis (2706-08 Pleasant Ave - Plate 26) to the R3 District.

Adopted 11/5/2010.

Declining to vote - Lilligren.

MOTIONS

Hodges moved that the regular payrolls for all City employees under City Council jurisdiction for the month of December, 2010, be approved and ordered paid subject to audit by the Finance Officer. Seconded.

Adopted 11/5/2010.

Glidden moved to amend the Regulatory, Energy & Environment report passed October 22, 2010 relating to Business Licenses contained in Petition No 274549 to change the notation on Page 33, Item Number 245 under the Motor Vehicle Repair Garage License Section from "Approved" to "Postponed" for Niazson Diamond Corporation, dba Minneapolis Auto Care, 2501 2nd St N. Seconded.

Adopted 11/5/2010.

RESOLUTION

Resolution 2010R-548, observing Homelessness Awareness Month, was adopted 11/5/2010 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2010R-548

By Schiff, Reich, Gordon, Hofstede, Johnson, Samuels,

Lilligren, Goodman, Glidden, Tuthill, Quincy, Colvin Roy, Hodges

Honoring Hunger and Homelessness Awareness Month.

Whereas, approximately 13,000 persons experience homelessness each night in the state of Minnesota; and

Whereas, 4,035 persons were counted as homeless in Hennepin County in October of 2009; and over 2,000 people sleep in emergency shelter in Minneapolis every night; and

Whereas, November is National Hunger and Homelessness Awareness Month; and

Whereas, Macalester College will be hosting a month of events to raise awareness of this issue both on campus and in the larger Twin Cities community, including fundraisers, speakers, documentaries, and opportunities for larger civic engagement; and

Whereas, Minneapolis and Hennepin County have taken steps to end homelessness through Heading Home Hennepin; and thousands have been housed through a focus on permanent housing and services; and

Whereas, citizens will be educated and inspired to take action by increased awareness of how hunger and homelessness affect our community;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That November 2010 be declared as Hunger and Homelessness Awareness Month in The City of Minneapolis. Seconded.

Adopted 11/5/2010.

UNFINISHED BUSINESS

Z&P - Your Committee concurs in the recommendation of the Planning Commission granting the application of Regents of the University of Minnesota to vacate Beacon Street SE between Ontario Street SE and University Avenue SE (#1571), subject to retention of easement rights by Xcel Energy and the City of Minneapolis, and to adopt the related findings prepared by the Department of Community Planning & Economic Development.

Your Committee further recommends passage of the accompanying resolution vacating said portion of a public street.

Schiff moved that the report be postponed. Seconded.

Adopted upon a voice vote 11/5/2010.

NEW BUSINESS

Gordon moved that pursuant to instructions, the City Council as the Canvassing Board met, and have canvassed the official election returns made and submitted to the City Clerk by the Judges of Election of all election districts in the City of Minneapolis of the votes cast for the Charter Amendment 171 at the City General Election held in the City of Minneapolis on Tuesday, November 2, 2010, and herewith submit the results of said returns as follows:

The total number of voters registered at 7:00 a.m. was 227,024, in addition 25,471 registered at the polls on Election Day or through the Absentee ballot process. The total number of votes cast at said General Election was 140,363 or 55.59% of the total number of registered voters in the City of Minneapolis.

Charter Amendment 171 Proposal to make the Charter Commission responsible for redistricting

"Should the City of Minneapolis adopt a change in its charter by eliminating the Redistricting Commission and giving the responsibility for redistricting of city wards, park board districts and Minneapolis school board districts to the Charter Commission, with input from an advisory group appointed by the Charter Commission?"

Yes: 55,892 Percentage of votes cast: 55.71% No: 44,434 Percentage of votes cast: 44.29%

Seconded.

Adopted 11/5/2010.

Pursuant to notice, Glidden moved to introduce the subject matter of an ordinance amending Title 9, Chapter 173 of the Minneapolis Code of Ordinances relating to *Fire and Police Protection: Fire*, for first reading and referral to the Regulatory, Energy & Environment Committee (amending provisions to effectuate the transfer of non-sworn fire prevention bureau staff to the Department of Regulatory Services). Seconded.

Adopted upon a voice vote 11/5/2010.

Pursuant to notice, Glidden moved to introduce the subject matter of an ordinance amending Title 11, Chapter 231 of the Minneapolis Code of Ordinances relating to *Health and Sanitation: Public Swimming Pool Code*, for first reading and referral to the Regulatory, Energy & Environment Committee (adding Minnesota Statue 144.1222 and MN rules parts 4717.0150 to 4717.3970 to comply with the Abigail Taylor Act related to pool safety). Seconded.

Adopted upon a voice vote 11/5/2010.

Pursuant to notice, Glidden moved to introduce the subject matter of an ordinance amending Title 13, Chapter 281 of the Minneapolis Code of Ordinances relating to *Licenses and Business Regulations: Tobacco Dealers*, for first reading and referral to the Regulatory, Energy & Environment Committee (adding certain sections to conform with the new state law). Seconded.

Adopted upon a voice vote 11/5/2010.

Goodman moved to introduce the subject matter of ordinances amending Title 20 of the Minneapolis Code of Ordinances relating to *Zoning Code*, for first reading and referral to the Zoning & Planning Committee (to establish zoning regulations for combative sports), as follows:

- a) Amending Chapter 520 related to Zoning Code: Introductory Provisions;
- b) Amending Chapter 525 related to Zoning Code: Administration & Enforcement,
- c) Amending Chapter 536 related to Zoning Code: Specific Development Standards;
- d) Amending Chapter 537 related to Zoning Code: Accessory Uses and Structures;
- e) Amending Chapter 549 related to *Zoning Code: Downtown Districts*. Seconded. Adopted by unanimous consent 11/5/2010.

Glidden moved to introduce the subject matter of ordinances amending Title 20 of the Minneapolis Code of Ordinances relating to *Zoning Code*, for first reading and referral to the Zoning & Planning Committee (to authorize clothing collection bins as an accessory use), as follows:

- a) Amending Chapter 525 related to Zoning Code: Administration and Enforcement,
- b) Amending Chapter 537 related to *Zoning Code: Accessory Uses and Structures*. Seconded. Adopted by unanimous consent 11/5/2010.

Schiff gave notice of intent to introduce at the next regular meeting of the City Council the subject matter of ordinance amending Title 11, Chapter 226 of the Minneapolis Code of Ordinances relating to *Health and Sanitation: Graffiti Nuisance Property* (amending the definition of graffiti).

Lilligren moved to adjourn to November 18, 2010, at 6:05 p.m. in the Council Chamber for the purpose of conducting a public hearing on the Levy and 2011 Budget, as previously noted, and to conduct any other business deemed necessary at that time, and that such meeting be and is hereby declared to be an adjourned session of the regular meeting of November 5, 2010. Seconded. Adopted 11/5/2010.

Casey Joe Carl, City Clerk.

Unofficial Posting: 11/08/2010 Official Posting: 11/12/2010 Correction: 1/7/2011